

38TH ANNUAL REPORT
MARYADA COMMERCIAL ENTERPRISES AND
INVESTMENT COMPANY LIMITED

BOARD'S REPORT

Dear Members

Your Directors have pleasure in presenting the 38th Annual Report of your Company together with the Audited Financial Statements for the financial year ended 31st March, 2020.

1. Financial Highlights

The financial performance of your Company for the year ended 31st March, 2020 is summarized below:

| Particulars | Amount (in Rs.) | |
|-----------------------------------------------------|------------------------|--------------------|
| | FY 2019-20 | FY 2018-19 |
| Revenue from Operations | (52,11,141) | 15,55,942 |
| Other Income | 3,287 | 25,002 |
| Total Income | (52,07,854) | 15,80,944 |
| Total Expenditure | 27,01,261 | 26,09,614 |
| Profit before tax | (79,09,115) | (10,28,670) |
| Provision for tax | 8,854 | - |
| Deferred Tax | (1,397) | (363) |
| Profit after tax | (79,16,572) | (10,28,307) |
| EPS (Rs.) | -6.36 | -0.83 |
| Proposed Dividend | Nil | Nil |
| Paid-up Share Capital | 1,24,50,000 | 1,24,50,000 |
| Other Comprehensive Income for the year, net of tax | (14,98,110) | 12,90,979 |

2. Year in Retrospect

Your Directors are putting in their best efforts to improve the performance of the Company. As the Company has suffered a loss during the current financial year therefore no dividend is proposed by the Board of Directors of the Company.

3. Reserves & Surplus

The net movement in the major reserves of the Company for FY 2019-20 and the previous year are as follows:

| Particulars | Amount (in Rs.) | |
|----------------------------|------------------------|--------------------|
| | FY 2019-20 | FY 2018-19 |
| Securities Premium Account | - | - |
| Capital Reserves | - | - |
| Profit & Loss A/c | (79,16,572) | (10,28,307) |
| Statutory Reserve | - | - |
| Total | (79,16,572) | (10,28,307) |

4. Public deposits

During the financial year 2019-20, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

5. Material Changes after the close of the financial year

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company has occurred between the end of the financial year of the Company for 31st March, 2020 till the date of this report.

Public health epidemics or outbreaks could adversely impact our business. In December 2019, a novel strain of coronavirus (COVID-19) emerged in Wuhan, Hubei Province, China. While initially the outbreak was largely concentrated in China and caused significant disruptions to its economy, it has now spread to several other countries and infections have been reported globally.

The extent to which the coronavirus impacts our operations will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the duration of the outbreak, new information which may emerge concerning the severity of the coronavirus and the actions to contain the coronavirus or treat its impact, among others. In particular, the continued spread of the coronavirus globally could adversely impact our operations and could have an adverse impact on our business and our financial results for the coming quarters.

6. Dividend

The Board of Directors of your Company has decided to retain and plough back the profits into the business of the Company, thus no dividend is being recommended for this year.

7. Subsidiaries/ Joint Ventures/ Associates

As on 31st March 2020, the Company had no Subsidiaries, Joint Ventures (JVs) or Associate Companies. Accordingly, statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures in Form AOC-1 is not applicable.

The names of companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year: **Nil**

8. Change in the nature of business

There has been no major change in the nature of business of your Company. Further since there is no subsidiary, joint venture and associate company, there is no question for mentioning of change in nature of business of such companies.

9. Directors and Key Managerial Personnel

a) Composition

- i. As on date, Company has 3 Directors. Of the 3 Directors, 2 are Independent Directors and one is Independent Women Director. The Composition of the Board is in conformity with the provisions of the Companies Act, 2013 and relevant Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- ii. None of the Director on the Board is a director in more than 10 Public Companies or a member of more than 10 Committees or a Chairman of more than 5 Committees across all listed companies in which he/she is a Director. Necessary disclosures regarding Committee positions in other Public Limited Companies as on March 31, 2020 have been disclosed by all the Directors of the Company.
- iii. None of the Whole-time Key Managerial Personnel (KMP) of the Company is holding office in any other Company as a Key Managerial Personnel.
- iv. Further, none of the Directors / KMP of the Company is disqualified under any of the provisions of the Companies Act, 2013 and relevant Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) Change in Director(s) and Key Managerial Personnel

Further based on the recommendation of Nomination and Remuneration Committee, Mr. Sati Nath Das was appointed as Director of the Company in the duly held Board meeting on 30.07.2020 who shall hold office for 5 (Five) consecutive years in accordance with the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder and other applicable provisions of the Companies Act, 2013. His re-appointment requires the approval of the shareholders at the ensuing Annual General Meeting.

The details of Directors being recommended for appointment / re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is contained in the accompanying Notice convening ensuing Annual General Meeting of the Company. Appropriate Resolution(s) seeking shareholders' approval are also included in the Notice.

There was sudden and untimely demise of Mr. Pawan Kumar Aggarwal, Chairman and Managing Director of the Company on 27-07-2020. In the Duly held Board meeting of the Company on 30.07.2020, the Board took note of the same.

Except as above, there is no other change in the Board of Directors and the Key Managerial Personnel, during the year under review.

c) Declaration of Independence

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013.

d) Disclosure of commission paid to Managing or Whole Time Directors

There is no commission paid or payable by your company to the Managing director or the Whole time director.

e) Meetings of the Board of Directors

The details of the number of meeting of Board of Directors of your Company are as below:

| Meeting | No. of Meeting | Dates of Meeting |
|--------------------|-----------------------|------------------------------------------------------------|
| Board of Directors | Five (5) | 27.05.2019, 29.08.2019, 12.09.2019, 14.11.2019, 13.02.2020 |

All the directors of the Company were present in all the Board Meetings of the Company held during previous year.

f) Annual Evaluation of Board performance and performance of its committees and individual directors

Pursuant to the provisions of the Companies Act, 2013 and the Listing Agreement, the Board has carried out an annual evaluation of the performance of the Board, its Committees and of individual directors. Feedback was sought from Directors about their views on the performance of the Board covering various criteria. Feedback was also taken from directors on his assessment of the performance of the other Directors. Based on the inputs received, the Chairman also made a presentation to the Independent Directors at their meeting, summarizing the inputs received from the Directors as regards Board performance as a whole, and of the Chairman. Post the meeting of the Independent Directors, their collective feedback on the performance of the Board (as a whole) was discussed.

Areas on which the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings. Feedback was provided to the Directors, as appropriate. Significant highlights, learning and action points arising out of the evaluation were presented to the Board.

g) Remuneration Policy for the Directors, Key Managerial Personnel and other employees

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued thereunder the Board of Directors of the Company has formulated the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee.

The Nomination and Remuneration Policy, covering the policy on appointment and remuneration of Directors and other matters is set-out in [Annexure-I](#) to this Report.

h) Committees of the Board

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following Committees has been constituted by the Board and these committees function according to their respective roles and defined scope:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

Composition of the Committee of the Board of Directors of the Company is as below:

Audit Committee:

1. Mr. Kuldip Sharma– Chairman (Independent and Non – Executive Director)
2. Mrs. Ritu Sobti – Member (Independent and Non – Executive Director)
3. Mr. Sati Nath Das-Member (Independent and Non - Executive Director)

Stakeholders Relationship Committee:

1. Mr. Kuldip Sharma– Chairman (Independent and Non – Executive Director)
2. Mrs. Ritu Sobti – Member (Independent and Non – Executive Director)
3. Mr. Sati Nath Das-Member (Independent and Non - Executive Director)

Nomination and Remuneration Committee:

1. Mr. Kuldip Sharma– Chairman (Independent and Non – Executive Director)
2. Mrs. Ritu Sobti – Member (Independent and Non – Executive Director)
3. Mr. Sati Nath Das-Member (Independent and Non - Executive Director)

i) Audit Committee Recommendations

Recommendation of Audit Committee is not applicable to the Company.

j) Conservation of Energy, Technology Absorption

The information on conservation of energy and technology absorption stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is attached as [Annexure-II](#).

k) Particulars of Employees and Remuneration

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/ employees of your Company is set out in [Annexure-III](#) to this Report.

Details of Related Party Transactions as per AOC-2 are provided in [Annexure-IV](#).

l) Loans and investments

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

- A. Details of investments made by the Company as on 31st March, 2020: As disclosed in the Audited financial statement for the financial year ended 31st March, 2020.
- B. Details of loans given by the Company as on 31st March, 2020: Nil
- C. Details of guarantees issued by your Company in accordance with Section 186 of the Companies Act, 2013 read with the Rules issued thereunder: Nil

m) Extract of Annual Return

Pursuant to Section 92 of the Act and Rule 12 of The Companies (Management and Administration) Rules, 2014, the extract of Annual Return in Form MGT-9, is provided in [Annexure-V](#).

n) Auditors and auditors' report:

M/s. Rajesh Suresh Jain & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company at the Annual General Meeting (AGM) held on September 29, 2017 for a term of five consecutive years i.e., from the conclusion of 35th AGM till the conclusion of 40th AGM of the Company to be held in the year 2022 subject to ratification of their appointment at every AGM pursuant to Section 139 of the Companies Act, 2013.

M/s. Rajesh Suresh Jain & Associates, Chartered Accountants are recommended for re-appointment based on consent and certificate furnished by them in terms of provisions of Section 141 of the Companies Act, 2013 and Rule 4 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of

the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time).

The ratification of re-appointment of statutory auditors at AGM, pursuant to Section 139 of Companies Amendment Act, 2017 vide Notification No. S.O.188 (E) dated May 07, 2018 issued by Ministry of Corporate Affairs, is not required. Accordingly, the item has not been included in the Ordinary Business of the AGM Notice.

The Auditors' Report for the financial year 2019-20, does not contain any qualification, observation or adverse remarks and accordingly no comments required by your Board of Directors on the same.

o) Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014; the Secretarial Audit Report provided by the Secretarial Auditors is annexed as **Annexure-VI**.

The Secretarial Auditors' Report for the financial year 2019-20, does not contain any qualification, observation or adverse remarks and accordingly no comments required by your Board of Directors on the same.

p) Internal Control Systems and adequacy of Internal Financial Controls

The Company has a proper and adequate system of internal controls. This ensures that all transactions are authorized, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

In terms of section 138 of the Companies Act, 2013, M/s Tania & Associates, Chartered Accountants has been appointed as the Internal Auditors of your Company. The Company also has an Audit Committee, who interacts with the Statutory Auditors, Internal Auditors and Management in dealing with matters within its terms of reference.

q) Risk management

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment. Your Company, through its risk management process, strives to contain impact and likelihood of the risks within the risk appetite as decided by the management.

There are no risks which in the opinion of the Board threaten the existence of your Company.

r) Cost Records and Cost Audit Report

In terms with the provisions of section 148 of the Companies act, 2013 read with the Companies (Cost records and audit) Rules 2014, maintenance of cost records and appointment of Cost Auditors are not applicable on your Company.

s) Vigil mechanism

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

Pursuant to Section 177(9) of the Companies Act, 2013 a vigil mechanism was established for directors and employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. The copy of vigil mechanism policy is uploaded on the website of your company at www.maryadainvestment.in under Investors Section.

t) Management Discussion & Analysis Report

The Management Discussion & Analysis Report is annexed as **Annexure-VII**.

u) Code of Conduct for Prevention of Insider Trading

Your Company's Code of Conduct for Prevention of Insider Trading covers all the Directors, senior management personnel, persons forming part of promoter(s)/promoter group(s) and such other designated employees of the Company, who are expected to have access to unpublished price sensitive information relating to the Company. The Directors, their relatives, senior management personnel, persons forming part of promoter(s)/promoter group(s), designated employees etc. are restricted in purchasing, selling and dealing in the shares of the Company while in possession of unpublished price sensitive information about the Company as well as during the closure of trading window.

The Board of Directors has approved and adopted the Code of Conduct to Regulate, Monitor and Report Trading by Insiders in line with SEBI (Prohibition of Insider Trading) Regulation, 2015 and the same is uploaded on the website of your company at www.maryadainvestment.in under Investors Section.

Your Board of Directors has also approved the Code for Fair Disclosure and the same is uploaded on the website of your company at www.maryadainvestment.in under Investors Section.

v) Corporate Social Responsibility

Provisions of the Corporate Social Responsibility as mentioned under Section 135 of the Companies Act, 2013 is not applicable on the Company.

w) Significant/material orders passed by the regulators

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

x) General

Your Board of Directors confirms that (a) Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise; (b) Your Company does not have any ESOP scheme for its employees/Directors; and, (c) there is no scheme in your Company to finance any employee to purchase shares of your Company.

y) Directors' Responsibility Statement

Pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013, the Directors confirm that:

- a. in the preparation of the annual accounts for the financial year ended 31st March, 2020, the applicable accounting standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;

- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31st March, 2020 and of the profit and loss of the Company for the financial year ended 31st March, 2020;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts have been prepared on a 'going concern' basis;
- e. proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

z) Stock Exchange Listing

The shares of the Company are listed on Metropolitan Stock Exchange of India Limited (MSEI). The listing fee for the financial year 2020-21 has been paid to MSEI.

aa) Disclosure under the sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has always believed in providing a safe and harassment free workplace for every individual working in the Company through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. The Company has in place proper policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees as well as contractors and lays down the guidelines for identification, reporting and prevention of sexual harassment. There is Internal Complaint Committee (ICC) which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy. During the year ended 31st March, 2020, the ICC has not received any complaints pertaining to sexual harassment.

bb) Acknowledgement

Your Directors take this opportunity to place on record their sincere appreciation for the co-operation and assistance the Company has received from Banks and various Government Departments. The Board also places on record its appreciation of the devoted services of the employees, support and co-operation extended by the valued business associates and the continuous patronage of the customers of the Company.

**For and on Behalf of the Board
For Maryada Commercial Enterprises and Investment Company
Limited**

**Date: 31st August, 2020
Place: New Delhi**

**Ritu Sobti
Director
DIN: 07928788**

**Kuldip Sharma
Director
DIN: 06746475**

ANNEXURE-I TO THE BOARD'S REPORT

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is formulated in compliance with Section 178 of the Companies Act, 2013 as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated and has been approved by the Board of Directors.

Definitions:

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel” means:

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii. Chief Financial Officer;
- iii. Company Secretary; and
- iv. Such other officer as may be prescribed.

“Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management, one level below the Executive Directors, including the functional heads.

Objective:

The objective of the policy is to ensure that:

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Role of the Committee:

The role of the NRC are inter-alia, includes the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM/ TENURE

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

1) Remuneration to Managing Director / Whole-time Directors:

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2) Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i) The Services are rendered by such Director in his capacity as the professional; and
 - i) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

3) Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.

- c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- Company shall disclose the remuneration policy and evaluation criteria in its Annual Report.
- The Committee May Delegate any of its powers to one or more of its members.

ANNEXURE-II TO THE BOARD'S REPORT

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014

| | | |
|-----------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|
| A. Conservation of energy | | |
| (i) | The steps taken or impact on conservation of energy | |
| (ii) | The steps taken by the company for utilising alternate sources of energy | N.A. (General measures for conservation of energy are pursued on an ongoing basis) |
| (iii) | The capital investment on energy conservation equipments | N.A. |
| B. Technology absorption | | |
| (i) | The efforts made towards technology absorption | No new Technology has been adopted during the year under review |
| (ii) | The benefits derived like product improvement, cost reduction, product development or import substitution | N.A. |
| (iii) | In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) | |
| (a) | The details of technology imported | N.A. |
| (b) | The year of import | N.A. |
| (c) | Whether the technology been fully absorbed | N.A. |
| (d) | If not fully absorbed, areas where absorption has not taken place, and the reasons thereof | N.A. |
| (iv) | Expenditure on Research & Development | N.A. |
| C. Foreign exchange earnings and Outgo | | |
| (a) | Total Foreign Exchange Earnings in 2019-20 (Equivalent Rs.) | 0.00 |
| (b) | Total Foreign Exchange outgo in 2019-20 (Equivalent Rs.) | 0.00 |

ANNEXURE - III TO THE BOARD'S REPORT

INFORMATION REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A. Ratio of remuneration of each Director to the median remuneration of all the employees of Your Company for the financial year 2019-20 is as follows:

| Name of the Director | Total Remuneration (Rs.) | Ratio of remuneration of director to the Median remuneration |
|-----------------------------|---------------------------------|---------------------------------------------------------------------|
| Mr Pawan Kumar Aggarwal | - | N.A. |
| Mr Kuldip Sharma | - | N.A. |
| Mrs. Ritu Sobti | - | N.A. |

B. Details of percentage increase in the remuneration of each Director and CFO & Company Secretary in the financial year 2019-20 are as follows:

| Name | Designation | Remuneration# (Rs.) | | Increase |
|-------------------------|-------------------------|----------------------------|----------------|-----------------|
| | | 2019-20 | 2018-19 | % |
| Mr Pawan Kumar Aggarwal | Director | - | - | Nil |
| Mr Kuldip Sharma | Director | - | - | Nil |
| Mrs. Ritu Sobti | Director | - | - | Nil |
| Mrs. Chitraditi Baruah | Chief Financial Officer | 10,78,356 | 10,78,356 | Nil |
| Ms. Harshika Agrawal | Company Secretary | 5,82,000 | 4,62,000 | 26% |

Remuneration Does not include sitting fee paid to the non executive.

C. Percentage increase in the median remuneration of all employees in the financial year 2019-20:

| | 2019-20 | 2018-19 | Increase (%) |
|------------------------------------------------|----------------|----------------|---------------------|
| Median remuneration of all employees per annum | 26% | 22% | 26% |

D. Number of permanent employees on the rolls of the Company as on 31st March, 2020:

| S.No. | Category | Number of Employee |
|--------------|-----------------------------|---------------------------|
| 1 | Executive Manager Cadre | 3 |
| 2 | Staff | 5 |
| 3 | Other lower level employees | 1 |
| | Total | 9 |

E. Explanation on the relationship between average increase in remuneration and Company Performance:

The increase in average remuneration of all employees in the financial year 2019-20 as compared to the financial year 2018-19 was not applicable.

The key indices of Company's performance are:

| | 2019-20 | 2018-19 | Growth (%) |
|-------------------|----------------|----------------|-------------------|
| Total Revenue | (52,07,854) | 15,80,944 | -429.41 |
| Profit Before Tax | (79,09,115) | (10,28,670) | -668.86 |
| Profit after Tax | (79,16,572) | (10,28,307) | -669.86 |

Your Company is committed in ensuring fair pay and a healthy work environment for all its employees. Your Company offers competitive compensation to its employees.

F. Comparison of the remuneration of the Key Managerial Personnel against the performance of Your Company:

The remuneration of Key Managerial Personnel increased by 26% in 2019-20, compared to 2018-19, whereas the Profit before Tax decreased by 669.86% in 2019-20, compared to 2018-19.

G. Details of Share price and market capitalization:

The details of variation in the market capitalization and price earnings ratio as at the closing date of the current and previous financial years is not applicable to the Company.

Comparison of share price at the time of first public offer and market price of the share of 31st March, 2020: Not Applicable; there is no public issue made by the Company in the last more than 10 years.

H. Comparison of average percentage increase in salary of employees other than the key managerial personnel and the percentage increase in the key managerial remuneration:

| (Amount in Rs.) | | | |
|-----------------------------------------------------------------------|-----------|-----------|--------------|
| Particulars | 2019-20 | 2018-19 | Increase (%) |
| Average salary of all Employees (other than Key Managerial Personnel) | - | - | - |
| Salary of MD & CEO | - | - | - |
| Salary of CFO & CS | 16,60,356 | 15,40,356 | - |

The increase in remuneration of employees other than the managerial personnel is in line with the increase in remuneration of managerial personnel.

I. Key parameters for the variable component of remuneration paid to the Directors:

There is no variable component of remuneration payable to any director of your Company.

J. There are no employees of the Company who receive remuneration in excess of the highest paid Director of the Company.

K. Affirmation:

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration Policy of your Company.

L. Statement containing the particulars of employees in accordance with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

List of employees of the Company employed throughout the financial year 2019-20 and were paid remuneration not less than Rs. 60 lakhs per annum: **Nil**

Employees employed for the part of the year and were paid remuneration during the financial year 2019-20 at a rate which in aggregate was not less than Rs. 5 lakhs per month: **Nil**

ANNEXURE-IV TO THE BOARD'S REPORT

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto

1. Details of contracts or arrangements or transactions not at Arm's length basis.

| S. No. | Particulars | Details |
|---------------|-------------------------------------------------------------------------------------------------------------------|----------------|
| 1 | Name (s) of the related party & nature of relationship | N.A. |
| 2 | Nature of contracts/ arrangements/ transaction | |
| 3 | Duration of the contracts/ arrangements/ transaction | |
| 4 | Salient terms of the contracts or arrangements or transaction including the value, if any | |
| 5 | Justification for entering into such contracts or arrangements or transactions' | |
| 6 | Date of approval by the Board | |
| 7 | Amount paid as advances, if any | |
| 8 | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | |

2. Details of contracts or arrangements or transactions at Arm's length basis

| S. No | Particulars | Details |
|--------------|-------------------------------------------------------------------------------------------|----------------|
| 1 | Name (s) of the related party & nature of relationship | N.A. |
| 2 | Nature of contracts/ arrangements/ transaction | |
| 3 | Duration of the contracts arrangements/ transaction | |
| 4 | Salient terms of the contracts or arrangements or transaction including the value, if any | |
| 5 | Date of approval by the Board | |
| 6 | Amount paid as advances, if any | |

For and on Behalf of the Board

For Maryada Commercial Enterprises and Investment Company Limited

Date: 31st August, 2020

Place: New Delhi

**Ritu Sobti
Director
DIN: 07928788**

**Kuldip Sharma
Director
DIN: 06746475**

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

| | | |
|------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| i) | CIN | L65993DL1982PLC013738 |
| ii) | Registration Date | 25/05/1982 |
| iii) | Name of the Company | Maryada Commercial Enterprises and Investment Company Limited |
| iv) | Category / Sub-Category of the Company | Public Company/ Limited by shares |
| v) | Address of the Registered office and contact details | 106, (1st Floor), Madhuban Tower, A-1, V.S. Block, Shakarpur Crossing, New Delhi - 110092 Tel: 011 - 49901667 E-mail: macel1982@gmail.com |
| vi) | Whether listed company | Yes |
| vii) | Name, Address and Contact details of Registrar and Transfer Agent | Skyline Financial Services Private Limited, D - 153 A, 1st Floor, Okhla Industrial Area, Phase - 1 , New Delhi - 110020 Tel : 011 - 64732681 - 88 , 26812682 - 83 E-mail : info@skylinerta.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

| Sl. No. | Name and Description of main products/ services | NIC Code of the Product/ Service * | % to total turnover of the Company |
|------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|------------------------------------|------------------------------------|
| 1 | Dividend on long Term/Non Current Investment | 643 | 100 |
| * As per National Industrial Classification - Ministry of Statistics and Programme Implementation, Government of India | | | |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

| Sl. No. | Name and address of the Company | CIN / GLN / A.C.N. | Holding/ Subsidiary / Associate | % of shares held | Applicable Section |
|----------------|---------------------------------|--------------------|---------------------------------|------------------|--------------------|
| NOT APPLICABLE | | | | | |

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year (as on 01/04/2019) | | | | No. of Shares held at the end of the year (as on 31/03 2020)* | | | | % Change during the year |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------|----------|---------|-------------------|---------------------------------------------------------------|----------|---------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individuals / HUF | 60000 | 0 | 60000 | 4.82 | 60000 | 0 | 60000 | 4.82 | 0.00 |
| b) Central Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) State Govt.(s) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) Bodies Corporate | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e) Banks/ FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| f) Any Other | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Sub- Total (A)(1) | 60000 | 0 | 60000 | 4.82 | 60000 | 0 | 60000 | 4.82 | 0.00 |
| (2) Foreign | NIL | | | | | | | | |
| a) NRIs - Individuals | | | | | | | | | |
| b) Other - Individuals | | | | | | | | | |
| c) Bodies Corporate | | | | | | | | | |
| d) Banks / FI | | | | | | | | | |
| e) Any Other | | | | | | | | | |
| Sub- Total (A)(2) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Total Shareholding of Promoter (A) = (A)(1)+(A)(2) | 60000 | 0 | 60000 | 4.82 | 60000 | 0 | 60000 | 4.82 | 0.00 |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) Banks / Financial Institutions | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) Central Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) State Govt.(s) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| f) Insurance Companies | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| g) FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| i) Others | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Sub-Total (B)(1) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| 2. Non-institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 36300 | 87400 | 123700 | 9.94 | 36300 | 87400 | 123700 | 9.94 | 0.00 |
| ii) Overseas | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) Individuals | | | | | | | | | |
| (i) Individual shareholders holding nominal share capital upto Rs.1 lakh | 183450 | 299200 | 482650 | 38.77 | 280000 | 185650 | 465650 | 37.40 | -1.37 |
| (ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh | 332100 | 245350 | 577450 | 46.38 | 396300 | 198150 | 594450 | 47.75 | 1.37 |
| c) Others | | | | | | | | | |
| (i) HUF | 0 | 1200 | 1200 | 0.10 | 0 | 1200 | 1200 | 0.10 | 0.00 |
| Sub-Total (B)(2) | 551850 | 633150 | 1185000 | 95.18 | 712600 | 472400 | 1185000 | 95.18 | 0.00 |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 551850 | 633150 | 1185000 | 95.18 | 712600 | 472400 | 1185000 | 95.18 | 0.00 |
| C. Shares held by Custodians for GDRs & ADRs | NIL | | | | | | | | |
| Grand Total (A+B+C) | 611850 | 633150 | 1245000 | 100.00 | 772600 | 472400 | 1245000 | 100.00 | 0.00 |

(ii) Shareholding of Promoters

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year (01/04/2019) | | | Share holding at the end of the Year (31/03/2020) | | | % change in shareholding during the year * |
|---------|----------------------|-----------------------------------------------------------|----------------------------------|------------------------------------------------|------------------------------------------------------|----------------------------------|------------------------------------------------|--------------------------------------------|
| | | No. of shares | % of total shares of the company | %of shares pledged/ encumbered to total shares | No. of shares | % of total shares of the company | % of shares pldged/ encumbered to total shares | |
| 1 | Pawan Kumar Aggarwal | 60000 | 4.82 | 4.82 | 60000 | 4.82 | 4.82 | 0.00 |

(iii) Change in Promoters' Shareholding

| Sl. No. | Promoters' Name | Shareholding at the beginning of the year (01/04/2019) | | As on Benpos Date | Increase (+) / Decrease (-) in No. of Shares | Reason for Increase (+) / Decrease (-) in No. of Shares | Cumulative Shareholding during the year (01/04/2019 to 31/03/2020)/ end of the year (31/03/2020) | |
|-----------|-----------------|--------------------------------------------------------|----------------------------------|-------------------|----------------------------------------------|---------------------------------------------------------|--------------------------------------------------------------------------------------------------|----------------------------------|
| | | No. of shares | % of total shares of the Company | | | | No. of shares | % of total shares of the Company |
| NO CHANGE | | | | | | | | |

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

| Sl. No. | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year (01/04/2019) | | As on Benpos Date | Increase (+) / Decrease (-) in No. of Shares | Reasons for [Increase (+) / Decrease (-) in No. of Shares] | Cumulative Shareholding during the year (01/04/2019 to 31/03/2020)/ end of the year (31/03/2020) | |
|---------|------------------------------------------|--------------------------------------------------------|----------------------------------|-------------------|----------------------------------------------|------------------------------------------------------------|--------------------------------------------------------------------------------------------------|----------------------------------|
| | | No. of shares | % of total shares of the company | | | | No. of shares | % of total shares of the Company |
| 1 | Ashwathama Constructions Private Limited | 51000 | 4.10 | | | | | |
| | | | | N.A. | N.A. | NO CHANGE | | |
| | | | | | | | 51000 | 4.10 |
| 2 | KEI International Limited | 34900 | 2.80 | | | | | |
| | | | | N.A. | N.A. | NO CHANGE | | |
| | | | | | | | 34900 | 2.80 |
| 3 | KEI Cables Private Limited | 36300 | 2.92 | | | | | |
| | | | | N.A. | N.A. | NO CHANGE | | |
| | | | | | | | 36300 | 2.92 |
| 4 | Satya Vir Goel | 9000 | 0.72 | | | | | |
| | | | | 30-Apr-19 | 8000 | Purchase | | |
| | | | | | | | 17000 | 1.37 |
| 5 | Raman Kapoor | 12300 | 0.99 | | | | | |
| | | | | N.A. | N.A. | NO CHANGE | | |
| | | | | | | | 12300 | 0.99 |
| 6 | Shilpinder Singh Sobti | 12300 | 0.99 | | | | | |
| | | | | N.A. | N.A. | NO CHANGE | | |
| | | | | | | | 12300 | 0.99 |
| 7 | Chirag Garg | 12300 | 0.99 | | | | | |
| | | | | N.A. | N.A. | NO CHANGE | | |
| | | | | | | | 12300 | 0.99 |
| 8 | Nilesh Kumar Mallick | 12300 | 0.99 | | | | | |
| | | | | N.A. | N.A. | NO CHANGE | | |
| | | | | | | | 12300 | 0.99 |
| 9 | Mukesh Kumar | 14600 | 1.17 | | | | | |
| | | | | N.A. | N.A. | NO CHANGE | | |
| | | | | | | | 14600 | 1.17 |
| 10 | Sakshi Aggarwal | 12300 | 0.99 | | | | | |
| | | | | N.A. | N.A. | NO CHANGE | | |
| | | | | | | | 12300 | 0.99 |
| 11 | Sanjoli Saraf | 12300 | 0.99 | | | | | |
| | | | | N.A. | N.A. | NO CHANGE | | |
| | | | | | | | 12300 | 0.99 |

| Sl. No. | For Each of the Directors and KMP | Shareholding at the beginning of the year (01/04/2019) | | As on Benpos Date | Increase (+) / Decrease (-) in No. of Shares | Reason for [Increase (+) / Decrease (-) in No. of Shares] | Cumulative Shareholding during the year (01/04/2019 to 31/03/2020)/ end of the year (31/03/2020) | |
|---------|-------------------------------------|--------------------------------------------------------|----------------------------------|-------------------|----------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------------------------------------------------|----------------------------------|
| | | No. of shares | % of total shares of the company | | | | No. of shares | % of total shares of the company |
| 1 | Mr. Pawan Kumar Aggarwal (Director) | 60000 | 4.82 | 1-Apr-2019 | | | | |
| | | | | 31-Mar-2020 | 0 | Nil Movement during the year | | |
| | | | | | | | 60000 | 4.82 |
| 2 | Mr. Kuldip Sharma (Director) | 0 | 0.00 | 1-Apr-2019 | | | | |
| | | | | 31-Mar-2020 | 0 | Nil Movement during the year | | |
| | | | | | | | 0 | 0.00 |
| 3 | Mrs. Ritu Sobti (Director) | 12300 | 0.99 | 1-Apr-2019 | | | | |
| | | | | 31-Mar-2020 | 12300 | Sale | | |
| | | | | | | | 0 | 0.00 |
| 4 | Mrs. Chitraditi Baruah (KMP) | 0 | 0.00 | 1-Apr-2019 | | | | |
| | | | | 31-Mar-2020 | 0 | Nil Movement during the year | | |
| | | | | | | | 0 | 0.00 |
| 5 | Ms. Harshika Agrawal (KMP) | 0 | 0.00 | 1-Apr-2019 | | | | |
| | | | | 31-Mar-2020 | 0 | Nil Movement during the year | | |
| | | | | | | | 0 | 0.00 |

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

(In Rs.)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|------------------------------------------------------------|----------------------------------------|---------------------|----------|---------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | - | 5,500,000.00 | - | 5,500,000.00 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | 5,500,000.00 | - | 5,500,000.00 |
| Change in Indebtedness during the financial year | | | | |
| • Addition | - | - | - | - |
| • Reduction | - | - | - | - |
| Net Change | - | - | - | - |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | - | 5,500,000.00 | - | 5,500,000.00 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | 5,500,000.00 | - | 5,500,000.00 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/ or Manager:**

(In Rs.)

| Sl. No. | Particulars of Remuneration | Name of MD/ WTD/ Manager | Total Amount |
|---------|-------------------------------------------------------------------------------------|--------------------------|--------------|
| 1. | Gross salary | NONE | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | | |
| | (b) Value of perquisites u/s 17 (2) Income-tax Act, 1961 | | |
| | c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | | |
| 2 | Stock Option | | |
| 3 | Sweat Equity | | |
| 4 | Commission | | |
| | - as % of profit | | |
| | - others | | |
| 5 | Others | | |
| | Total (A) | | |
| | Ceiling as per the Act | | |

B. Remuneration to other directors:

(In Rs.)

| Sl. | Particulars of Remuneration | Name of Directors | Total Amount |
|----------|-------------------------------------------------------------------------|-----------------------|--------------|
| 1 | Independent Directors | | |
| | • Fee for attending board committee meetings (including board meetings) | NOT APPLICABLE | |
| | Commission | | |
| | Others | | |
| | Total (1) | | |
| 2 | Other Non-Executive Directors | | |
| | • Fee for attending board committee meetings (including board meetings) | NOT APPLICABLE | |
| | Commission | | |
| | Others | | |
| | Total (2) | | |
| | Total (B)=(1+2) | | |
| | Total Managerial Remuneration | | |
| | Overall Ceiling as per the Act | NOT APPLICABLE | |

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTB

(In Rs.)

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | | Total Amount |
|---------|-------------------------------------------------------------------------------------|--------------------------|-----------------|--|------------------|
| | | (CEO/CFO) | CS | | |
| 1. | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 1,078,356 | 5,82,000 | | 1,660,356 |
| | (b) Value of perquisites u/s 17 (2) Income-tax Act, 1961 | - | - | | - |
| | c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | - | | - |
| 2. | Stock Option | - | - | | - |
| 3. | Sweat Equity | - | - | | - |
| 4. | Commission | | | | |
| | - as % of profit | - | - | | - |
| | - others, specify | - | - | | - |
| 5. | Others, please specify | - | - | | - |
| | Total | 1078356 | 5,82,000 | | 1,660,356 |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT / COURT] | Appeal made, if any |
|------------------------------|------------------------------|-------------------|-----------------------------------------------------------|-------------------------------|---------------------|
| A. COMPANY | | | NIL | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. DIRECTORS | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |

**For Maryada Commercial Enterprises And Investment
Company Limited**

Place: New Delhi
Date : 31/08/2020

(RITU SOBTI)
Director
DIN: 07928788

(KULDIP SHARMA)
Director
DIN: 06746475

**Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the
Companies (Appointment and Remuneration of Managerial Personnel) Rules,
2014]**

**To,
The Members,
Maryada Commercial Enterprises and Investment Company Limited
106, (1st Floor), Madhuban Tower, A-1, V.S. Block,
Shakarpur Crossing, New Delhi - 110092**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Maryada Commercial Enterprises and Investment Company Limited (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of;

1. The Companies Act, 2013 (“**the Act**”) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (“**SCRA**”) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 (“**SEBI Act**”);
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;
(Not Applicable to the Company during the Audit Period, hence the company didn't not complied with the same)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
(Not Applicable to the Company during the Audit Period, hence the company didn't not complied with the same)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
(Not Applicable to the Company during the Audit Period, hence the company didn't not complied with the same)
- 6. Reserve Bank of India Act, 1934
- 7. Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016

We have also examined compliance with the applicable clause of the following:

- I. The Secretarial Standards issue by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with Metropolitan Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting. All decisions were carried out with unanimous approval of the Board and there was no instance of dissent voting by any member during the period under review.

We have examined the systems and processes of the Company in place to ensure the compliance with general laws like Labour Laws, Employees Provident Funds Act, Employees State Insurance Act, considering and relying upon representations made

by the Company and its Officers for systems and mechanisms formed by the Company for compliance under these laws and other applicable sector specific Acts, Laws, Rules and Regulations applicable to the Company and its observance by them.

We further report that

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with other applicable laws on the operation of the Company and the rules made thereunder.

**For Ravi Shankar & Associates
Company Secretaries**

**Ravi Shankar
Proprietor
ACS No.: 40312
CP No.:
18568
UDIN: A040312B000565067**

**Place: New Delhi
Date: 10th August, 2020**

Note: This report is to be read with our letter of even date which is annexed as “ANNEXURE-A” and forms an integral part of this report.

“ANNEXURE A”

**To,
The Members,
Maryada Commercial Enterprises and Investment Company Limited
106, (1st Floor), Madhuban Tower, A-1, V.S. Block,
Shakarpur Crossing, New Delhi - 110092**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Ravi Shankar & Associates
Company Secretaries**

**Ravi Shankar
Proprietor
ACS No.: 40312
CP No.: 18568
UDIN: A040312B000565067**

**Place: New Delhi
Date: 10th August, 2020**

**MARYADA COMMERCIAL ENTERPRISES AND INVESTMENT COMPANY
LIMITED**

CIN: L65993DL1982PLC013738

Website: www.maryadainvestment.in , Email: macel1982@gmail.com

Tel: +91-11-4990 1667

**Registered Office: 106, (1st Floor), Madhuban Tower, A-1, V.S. Block, Shakarpur
Crossing, New Delhi - 110092**

ANNEXURE-VII TO THE BOARD'S REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Cautionary Statement

The management Discussion and Analysis Report may contain certain statements that might be considered forward looking. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the statement as important factors could influence Company's operations such as Government policies, economic development, political factors and such other factors beyond the control of the Company.

Industry Overview

As per the various regulations of the RBI and other competent authorities governing NBFC activities in India; the NBFC companies can be broadly categorized in the following:

| Non-Banking Financial Entity | | Principal Business |
|-------------------------------------|-------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Non-Banking Financial Company | In terms of the Section 45-I(f) read with Section 45-I(C) of the RBI Act, 1934, as amended in 1997, their principal business is that of receiving deposits or that of a financial institution, such as lending, investment in securities, hire purchase finance or equipment leasing. |
| | (a) Equipment leasing company (EL) | Equipment leasing or financing of such activity. |
| | (b) Hire purchase finance company (HP) | Hire purchase transaction or financing of such transactions. |
| | (c) Investment Company (IC) | Acquisition of securities. These include Primary Dealers (PDs) who deal in underwriting and market making for government securities. |
| | (d) Loan company (LC) | Providing finance by making loans or advances, or otherwise for any activity other than its own; excludes EL/HP/Housing Finance Companies (HFCs). |
| | (e) Residuary non-banking company (RNBC) | Company which receives deposits under any scheme or arrangement by whatever name called, in one lump-sum or installments by way of contributions or subscriptions or by sale of units or certificates or other instruments, or in any manner. These companies do not belong to any of the categories as stated above. |
| | I. Mutual Benefit Financial (MBFC) i.e. Nidhi Company | Company any company which is notified by the Central Government as a Nidhi Company under section 620A of the Companies Act, 1956 (1 of |

| | | |
|--|-------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | 1956). |
| | II. Miscellaneous non-banking company (MNBC), Managing, Conducting or supervising as a promoter, foreman or i.e., Chit Fund Company | Managing, conducting or supervising as promoter, foreman or agent of any transaction or arrangement by which the company enters into an agreement with a specified number of subscribers that every one of them shall subscribe a certain sum in installments over a definite period and that every one of such subscribers shall in turn, as determined by tender or in such manner as may be provided for in the arrangement, be entitled to the prize amount. |

Our Industry Segment

The primary business of our company is making investment in securities and providing loans and advances. The company is registered as a Non-deposit taking Non-Banking Finance Company with RBI. Since the asset size of the company is not more than Rs. 500 crores it is presently Non Systemically Important Non Deposit taking NBFC.

Business

The Company is engaged in the business of investment in securities and providing loans and advances. The Company is registered with the Reserve Bank of India as an NBFC.

Opportunities & Threats and Risks & Concern

Over the years, your Company has achieved an appropriate balance between risk and returns by setting up an efficient risk mitigation system to meet various forms of financial and other risks. The primary risks that the company is exposed to credit risk, market risk and operational risk. Deriving from the long years of experience in NBFC sector your company's credit policy framework is designed to provide the right balance between business growth and portfolio quality.

Outlook

From the reports available in public domain, it is believed that the global economic recovery is in its way. It is only hoped that the growth momentum gathers, steam soon and fast.

Human resource/Industrial relations

The Company recognizes the importance and contribution of its human resources for its growth and development and is committed to the development of its people. The Company has cordial relations with employees and staff. There are no HR relations problems during the year and the Company does not anticipate any material problems on this count in the current year.

Internal Control Systems and Adequacy

The Company has disciplined approach to cost and follows prudential norms in every sphere of its activities. The Profit making is put at the center of decision making. The cost are budgeted, reviewed and monitored. The Company has established internal control systems for ensuring optimum use of resources and safeguarding the assets. The Internal Control Systems and procedure are adequate and commensurate with the size of the Company. These business control procedures ensure efficient use and protection of the resources and compliance with the policies, procedures and status.

INDEPENDENT AUDITORS' REPORT

To

The Members of

MARYADA COMMERCIAL ENTERPRISES & INVESTMENT COMPANY LIMITED

Report on the Audit of the financial statements

Opinion

We have audited the accompanying financial statement of MARYADA COMMERCIAL ENTERPRISES & INVESTMENT COMPANY LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the Financial Statements).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, and its loss, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis of Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rule thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Matters

We have determined that there are no key audit matter to communicate in our report.

Information Other than the financial statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this Auditors' Report. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure 'A'** a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to **Annexure 'B'**.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position
- ii. The Company did not have any long-term contracts including derivative contracts as at 31st March, 2020
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

(h) With respect to the matter to be included in the Auditor's Report under section 197(16):

The Company has not paid any managerial remuneration for the year ended 31st March, 2020 to its directors.

For Rajesh Suresh Jain & Associates
CHARTERED ACCOUNTANTS
FIRM REGDN. 017163N

(RAJESH JAIN)
PARTNER
MNO. 098229

Place: Delhi
Date: 30/05/2020

Annexure A to Independent Auditors' Report

(MARYADA COMMERCIAL ENTERPRISES & INVESTMENT COMPANY LIMITED)

The annexure referred to in Independent Auditor's Report to the members of the company on the financial statements for the year ended on 31st March, 2020, We Report that:

1. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets;
 - b. As explained to us, the management during the year has physically verified the fixed assets in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c. The Company does not have any immovable property. Accordingly para 3(1)(c) of the order is not applicable.
2. The Company does not have any inventory. Accordingly, para 3(2) of the order is not applicable.
- 3.a. As explained to us, the Company has not granted any loans, secured or unsecured to corporate, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provision of section 185 and 186 of the Act, with respect to the loans and investment made. As per the information and explanation given to us, the Company has not given any guarantee or provides any security in connection with a loan to any other body corporate or person.
5. The Company has not accepted any deposits from the public.
6. The nature of the company's business/activities is such that maintenance of Cost Records under section 148(1) of the Act is not applicable to the company.
- 7.a. According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods & Service Tax, Customs Duty, Excise Duty, Cess and other statutory dues to the extent and as applicable to the company have been generally regularly deposited by the company during the year with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2020 for a period of more than six months from the date of becoming payable.
 - b. According to the records of the Company and as explained to us, the company has not any disputed dues of income tax or goods and service tax or duty of customs or duty of excise as at 31st March 2020 for a period of more than six months from the date they became payable.
8. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.
10. In our opinion and according to the information and explanation given to us, no material fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanation given to us and based on our examination of the record of the company, it has not paid any managerial remuneration during the year.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the order is not applicable.
13. According to the information and explanations given to us and based on or examinations of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transaction have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the record of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the record of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
16. The Company is required to be registered under section 45-IA of the Reserve bank of India Act, 1934 and the company has obtained the necessary registration.

For Rajesh Suresh Jain & Associates
CHARTERED ACCOUNTANTS
FIRM REGDN. 017163N

(RAJESH JAIN)
PARTNER
MNO. 098229

Place: Delhi
Date: 30/05/2020

Annexure – B to the Auditors' Report

Report on the Internal Financial Control under clause (i) of sub section 3 of section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting MARYADA COMMERCIAL ENTERPRISES & INVESTMENT COMPANY LIMITED (“the company”) as of 31 March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Rajesh Suresh Jain & Associates
CHARTERED ACCOUNTANTS
FIRM REGDN. 017163N

(RAJESH JAIN)
PARTNER
MNO. 098229

Place: Delhi
Date: 30/05/2020

MARYADA COMMERCIAL ENTERPRISES & INVESTMENT CO LTD.

CIN: L65993DL1982PLC013738

ADD: 106, (1st Floor), Madhuban Tower, A-1, V.S. Block, Shakarpur Crossing, New Delhi - 110092

AMOUNT (Rs.)

BALANCE SHEET

| | Note | As at 31 March 2020 | As at 31 March 2019 | As at 01 April 2018 |
|-------------------------------------|------|------------------------|------------------------|------------------------|
| I. ASSETS | | | | |
| Financial Assets | | | | |
| a. Cash and cash equivalents | 4 | 2,516,758 | 1,297,013 | 12,819,647 |
| b. Investments | 5 | 59,835,083 | 70,009,578 | 57,748,821 |
| c. Other Financial Assets | 6 | 25,364 | 30,272 | 110,448 |
| Non-Financial Assets | | | | |
| a. Current tax assets | 7 | 21,270 | 33,353 | 58,951 |
| b. Deferred tax assets (Net) | 8 | 27,655 | 58,275 | 64,460 |
| c. Property, Plant and Equipment | 11 | 447 | - | - |
| d. Other non -financial assets | 9 | 339,315 | 230,210 | 126,809 |
| TOTAL ASSETS | | 62,765,892 | 71,658,701 | 70,929,136 |
| II. LIABILITIES AND EQUITY | | | | |
| LIABILITIES | | | | |
| Financial Liabilities | | | | |
| a. Borrowings | 10 | 4,932,735 | 4,423,978 | 3,967,693 |
| Non-Financial Liabilities | | | | |
| a. Deferred tax liabilities (Net) | 11 | - | 950 | 1,313 |
| b. Other non-financial liabilities | 12 | 218,774 | 204,708 | 193,738 |
| Equity | | | | |
| a. Equity Share Capital | 13 | 12,450,000 | 12,450,000 | 12,450,000 |
| b. Other Equity | 14 | 45,164,382 | 54,579,064 | 54,316,392 |
| TOTAL LIABILITIES AND EQUITY | | 62,765,892 | 71,658,701 | 70,929,136 |

See accompanying notes to the financial statements

1 to 37

As per our report of even date attached

For **RAJESH SURESH JAIN & ASSOCIATES**
Chartered Accountants
FRN: 017163N

For and on behalf of the Board of Directors of

(RAJESH JAIN)
PARTNER
Membership No. : 098229

Place: New Delhi
Date : 30/05/2020

PAWAN KUMAR AGGARWAL
DIRECTOR
DIN:00079230

KULDIP SHARMA
DIRECTOR
DIN: 06746475

CHITRADITI BARUAH
CFO

HARSHIKA AGRAWAL
COMPANY SECRETARY

MARYADA COMMERCIAL ENTERPRISES & INVESTMENT CO LTD.

CIN: L65993DL1982PLC013738

ADD: 106, (1st Floor), Madhuban Tower, A-1, V.S. Block, Shakarpur Crossing, New Delhi - 110092

| | Note | For the Year ended 31 March 2020 | For the Year ended 31 March 2019 |
|----------------------------------------------------------------------------------------------|------|-------------------------------------|-------------------------------------|
| INCOME | | | |
| Revenue from operations | | | |
| (i) Interest Income | 15 | 275,727 | 504,491 |
| (ii) Dividend Income | 16 | 1,503,421 | 1,351,935 |
| (iii) Net gain on fair value changes | 17 | -6,990,289 | -300,483 |
| I Total Revenue from operations | | -5,211,141 | 1,555,942 |
| II Other Income | 18 | 3,287 | 25,002 |
| III Total income (I+II) | | -5,207,854 | 1,580,944 |
| EXPENSES | | | |
| Finance Costs | 19 | 508,757 | 456,285 |
| Employee Benefits Expenses | 20 | 1,660,356 | 1,540,356 |
| Depreciation and Ammortisation | 8 | 12,083 | 25,598 |
| Others expenses | 21 | 520,065 | 587,376 |
| IV Total expenses (IV) | | 2,701,261 | 2,609,615 |
| V Profit/ (loss) before tax (III-IV) | | -7,909,115 | -1,028,671 |
| VI Tax expense | | | |
| (i) Current tax | | 8,854 | - |
| (ii) Deferred tax (credit) / charge | | -1,397 | -363 |
| Total tax expense (VI) | | 7,457 | -363 |
| VII Profit for the year (V-VI) | | -7,916,572 | -1,028,308 |
| VIII Other comprehensive income | | | |
| (i) Items that will not be reclassified to profit or loss | | | |
| a) Fair value changes in Equity Instruments | | -1,498,110 | 1,290,979 |
| b) Tax impact on above | | | |
| Other comprehensive income for the year, net of tax | | -1,498,110 | 1,290,979 |
| Total comprehensive income for the year (VII + VIII) | | -9,414,682 | 262,672 |
| IX Earnings per equity share of face value of Rs. 10 each (previous year Rs. 10 each) | | | |
| Basic (Rs.) | 22 | -6.36 | -0.83 |
| Diluted (Rs.) | | -6.36 | -0.83 |

The accompanying notes form an integral part of the financial statements

1 to 37

As per our report of even date attached

For **RAJESH SURESH JAIN & ASSOCIATES**
Chartered Accountants
FRN: 017163N

(RAJESH JAIN)
PARTNER
Membership No. : 098229

Place: New Delhi
Date : 30/05/2020

For and on behalf of the Board of Directors of

PAWAN KUMAR AGGARWAL
DIRECTOR
DIN:00079230

CHITRADITI BARUAH
CFO

KULDIP SHARMA
DIRECTOR
DIN: 06746475

HARSHIKA AGRAWAL
COMPANY SECRETARY

MARYADA COMMERCIAL ENTERPRISES & INVESTMENT CO LTD.**CIN: L65993DL1982PLC013738****ADD: 106, (1st Floor), Madhuban Tower, A-1, V.S. Block, Shakarpur Crossing, New Delhi - 110092**

Cash Flow Statement for the year ended March 31, 2020

| | Particulars | Year Ended | |
|-----------|---------------------------------------------------------------------|-------------------------|-------------------------|
| | | 31.03.2020 (Audited) | 31.03.2019 (Audited) |
| A. | Cash Flow from Operating Activities | | |
| | Profit before tax | -7,909,115 | -1,028,671 |
| | Adjustments for: | | |
| | Depreciation | 12,083 | 25,598 |
| | Notional interest on borrowings | 508,757 | 456,285 |
| | Net gain/ (loss) on financial instruments | 6,990,289 | 300,483 |
| | Cash generated form operation before working capital changes | -397,986 | -246,305 |
| | Working capital changes | | |
| | Increase/ (decrease) in other financial assets | 4,908 | 80,176 |
| | Increase/ (decrease) in other non-financial assets | -109,105 | -103,401 |
| | (Increase) /decrease in other non financial liabilities | 14,067 | 10,972 |
| | Cash Flows before OCI and Tax | -488,116 | -258,558 |
| | Income tax paid | 3,229 | 25,598 |
| | Net cash flow from/ (used) in operating activities | -484,887 | -232,960 |
| B. | Investing Activities | | |
| | Purchase of Investments | -32,668,912 | -15,792,030 |
| | Sale of Investments | 34,355,008 | 4,521,769 |
| | Net cash flow from/ (used in) investing activities | 1,686,096 | -11,270,261 |
| C. | Financing Activities | | |
| | Proceeds/ (Repayment) of borrowings | - | - |
| | Net cash flow from/ (used in) financing activities | - | - |
| | Net change in cash and cash equivalents | 1,201,209 | -11,503,221 |
| | Cash and cash equivalents at the beginning of the year | 1,297,013 | 12,819,647 |
| | Cash and cash equivalents at the end of the year | 2,516,758 | 1,297,013 |

As per our report of even date attached

For **RAJESH SURESH JAIN & ASSOCIATES**
Chartered Accountants
FRN: 017163N

For and on behalf of the Board of Directors of

(RAJESH JAIN)
PARTNER
Membership No. : 098229

PAWAN KUMAR AGGARWAL
DIRECTOR
DIN:00079230

KULDIP SHARMA
DIRECTOR
DIN: 06746475

CHITRADITI BARUAH
CFO

HARSHIKA AGRAWAL
COMPANY SECRETARY

Place: New Delhi
Date : 30/05/2020

MARYADA COMMERCIAL ENTERPRISES & INVESTMENT CO LTD.
CIN: L65993DL1982PLC013738

Standalone Statement of Changes in Equity

a. Equity share capital

| | Number of Shares | (Rs.) |
|-------------------------------------------------|------------------|------------|
| As at April 01, 2018 | 1,245,000 | 12,450,000 |
| Changes in Equity share capital during the year | - | 0 |
| As at March 31, 2019 | 1,245,000 | 12,450,000 |
| Changes in Equity share capital during the year | - | - |
| As at March 31, 2020 | 1,245,000 | 12,450,000 |

b. Other equity

| | Reserves and surplus | | | Other | Total |
|-----------------------------------------|----------------------|-------------------|-------------------|---------------|-------------|
| | General Reserve | Statutory Reserve | Retained Earnings | Comprehensive | |
| Balance as at April 01, 2018 | 909,108 | 9,873,410 | 37,725,023 | 5,808,852 | 54,316,392 |
| Profit for the year | 0 | 0 | (1,028,308) | 0 | (1,028,308) |
| Other comprehensive income (net of tax) | 0 | 0 | 0 | 1,290,979 | 1,290,979 |
| Transferred to Statutory Reserve | 0 | 3,200,437 | (3,200,437) | 0 | 0 |
| Total comprehensive income for the year | 909,108 | 13,073,847 | 33,496,278 | 7,099,830 | 54,579,063 |
| Balance as at March 31, 2019 | 909,108 | 13,073,847 | 33,496,278 | 7,099,830 | 54,579,063 |

b. Other equity (Contd.)

| | Reserves and surplus | | | Other | Total |
|-----------------------------------------|----------------------|-------------------|-------------------|---------------|-------------|
| | General Reserve | Statutory Reserve | Retained Earnings | Comprehensive | |
| Balance as at April 01, 2019 | 909,108 | 13,073,847 | 33,496,278 | 7,099,830 | 54,579,063 |
| Profit for the year | - | - | (7,916,572) | - | (7,916,572) |
| Other comprehensive income for the year | - | - | - | (1,498,110) | (1,498,110) |
| Transferred to Statutory Reserve | - | 7,025,915 | (7,025,915) | - | - |
| Total comprehensive income for the year | 909,108 | 6,047,932 | 32,605,621 | 5,601,720 | 45,164,381 |
| Balance as at March 31, 2020 | 909,108 | 6,047,932 | 32,605,621 | 5,601,720 | 45,164,381 |

Signifiacant accounting policies and notes to the standalone financial statements

1 to 37

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For RAJESH SURESH JAIN & ASSOCIATES
Chartered Accountants
FRN: 017163N

For and on behalf of the Board of Directors of

(RAJESH JAIN)
PARTNER
Membership No. : 098229

Place: New Delhi
Date : 30/05/2020

PAWAN KUMAR AGGARWAL
DIRECTOR
DIN:00079230

CHITRADITI BARUAH
CFO

KULDIP SHARMA
DIRECTOR
DIN: 06746475

HARSHIKA AGRAWAL
COMPANY SECRETARY

MARYADA COMMERCIAL ENTERPRISES & INVESTMENT CO LTD.

Notes forming part of the financial statements for the year ended 31 March 2020

1. Company Information / Overview

The Company is public limited company incorporated and domiciled in India having its registered office at Delhi, India. The Company is a Non-banking financial company- Non-Systemically important Non-Deposit taking Company registered with Reserve Bank of India. Equity share of the company are listed on Metropolitan Stock Exchange of India Limited.

2. Basis of preparation of financial statements.

(A) Compliance with Ind As

The financial statements of the Company comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act. Any directions issued by the RBI or other regulators are implemented as and when they become applicable.

For all periods up to and including the year ended March 31, 2019, the Company prepared its financial statements in accordance with Companies (Accounting Standards) Rules, 2006 (as amended) notified under the Act read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended), guidelines issued by the RBI and other generally accepted accounting principles in India (collectively referred to as 'Indian GAAP' or 'previous GAAP').

The transition to Ind As has been carried out in accordance with Ind AS 101 First Time adoption of Indian Accounting Standards. Accordingly, the impact of transition has been recorded in the opening reserves as at 1 April, 2018.

An explanation of how the transition to Ind AS from the previous GAAP has effected the previously reported financial position, financial performance and cash flows of the Company is provided in Note 28.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

(B) Presentation of financial statements

The Balance Sheet, the statement of Changes in Equity and the Statement of Profit and Loss are presented in the format prescribed under Division III of Schedule III of the Act, as amended from time to time, for Non-Banking Financial Companies ('NBFCs') that are required to comply with Ind AS. The statement of Cash Flows has been presented as per the requirements of Ind AS 7 Statement of Cash Flows.

(C) Basis of preparation

The financial statements have been prepared under the historical cost convention on the accrual basis except for certain financial instruments and plan assets of defined benefit plans, which are measured at fair values at the end of each reporting as explained in the accounting policies below.

3. Significant Accounting Policies

3.1 Use of estimates and judgement

The preparation of financial statements in conformity with Ind AS requires that management make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of revenues, expenses, assets, liabilities and disclosures of contingent assets and liabilities at the end of the reporting period. The actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following

A) Effective Interest Rate (EIR) Method

The Company recognizes interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected life of the loans given / taken. This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well as expected changes to other fee income/expense that are integral parts of the instrument.

B) Impairment of loans portfolio

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. It has been the Company's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

C) Defined employee benefit assets and liabilities

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

D) Fair value measurement:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using various valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

E) Other Estimates:

These include contingent liabilities, useful lives of tangible and intangible assets etc.

3.2 Financial Instruments

A) Initial Recognition and measurement

All financial assets and financial liabilities are recognised when the company become a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of the financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in Statement of profit and loss.

B) Classification and Subsequent measurement of financial assets-

The company classifies its financial assets into various measurements categories. The classification depends on the contractual terms of the financial assets' cash flows and the company's business model for managing financial assets.

a. Amortised Cost

A financial asset is measured at Amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b. FVOCI- debt instruments

A debt instruments in nature of financial asset is measured at FVOCI when the instrument is held within a business model, the objective of which is achieved by both collecting contractual cash flows and selling financial assets; and the contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c. FVOCI- equity instruments

Equity instruments in nature of financial assets are measured at fair value through profit or loss, unless the Company's management has elected to classify irrevocably some of its equity instruments at FVOCI, when such instruments meet the definition of Equity under Ind AS 32 Financial Instruments and are not held for trading.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

d. FVTPL

A financial asset which is not classified in any of the above categories are measured at FVTPL.

Subsequent Measurement of financial assets

Financial assets at amortised cost are subsequently measured at amortised cost using effective interest method. The amortised

cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in Statement of profit and loss. Any gain and loss on derecognition is recognised in Statement of profit and loss.

Debt investment at FVOCI are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment are recognised in Statement of profit and loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to Statement of profit and loss.

For equity investments, the Company makes an election on an instrument-by-instrument basis to designate equity investments as measured at FVOCI. These elected investments are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserves. The cumulative gain or loss is not reclassified to Statement of profit and loss on disposal of the investments. These investments in equity are not held for trading. Instead, they are held for strategic purpose. Dividend income received on such equity investments are recognised in Statement of profit and loss.

Equity investments that are not designated as measured at FVOCI are designated as measured at FVTPL and subsequent changes in fair value are recognised in Statement of profit and loss.

Financial assets at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Statement of profit and loss.

C. *Financial Liabilities and equity instruments*

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by Company are recognised at the proceeds received. Transaction costs of an equity transaction are recognised as a deduction from equity.

Financial Liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-fortrading or it is a derivative or it is designated as such on initial recognition. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of profit and loss. Any gain or loss on derecognition is also recognised in Statement of profit and loss.

D. *Derecognition*

Financial Assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

A financial liability is derecognised when the obligation in respect of the liability is discharged, cancelled or expires. The difference between the carrying value of the financial liability and the consideration paid is recognised in Statement of profit and loss.

E. *Offsetting*

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to

realise the asset and settle the liability simultaneously.

F. Impairment

The Company recognises lifetime expected credit losses (ECL) when there has been a significant increase in credit risk since initial recognition and when the financial instrument is credit impaired. If the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12 month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition. 12 month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

3.3 Cash and cash equivalents

Cash and cash equivalents comprise of cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short- term deposits, as defined above, net of outstanding bank overdrafts if any, as they are considered an integral part of the Company's cash management.

3.4 Property, plant and equipments (PPE)

Property, plant and equipment (PPE) are measured at cost less accumulated depreciation and accumulated impairment, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Advances paid towards the acquisition of fixed assets, outstanding at each reporting date are shown under other non-financial assets. The cost of property, plant and equipment not ready for its intended use at each reporting date are disclosed as capital work-in-progress.

Subsequent expenditure related to the asset are added to its carrying amount or recognised as a separate asset only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance and cost can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

Depreciation on PPE is provided on straight-line basis in accordance with the useful lives specified in Schedule II to the Companies Act, 2013 on a pro-rata basis.

The estimated useful lives used for computation of depreciation are as follows:

| Particulars | Useful life |
|---------------------|-------------|
| Furniture & fixture | 10 years |
| Computer | 3 years |

Assets costing less than Rs.5000/- are fully depreciated in the period of purchase.

PPE is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the net carrying amount of the asset) is recognised in other income / netted off from any loss on disposal in the Statement of profit and loss in the year the asset is derecognised.

3.5 Impairment of assets other than financial assets :

The Company reviews the carrying amounts of its tangible and intangible assets at the end of each reporting period, to determine whether there is any indication that those assets have impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets or group of assets.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future

cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cashgenerating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cashgenerating unit) is increased to the revised estimate of its recoverable amount such that the increased carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised for the asset (or cash-generating unit) in prior years. The reversal of an impairment loss is recognised in Statement of profit and loss.

3.6 Provisions :

Provisions are recognised when there is a present obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

3.7 Employee Benefits :

A) Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

3.8 Revenue recognition

Dividend and interest income on investments :

- Dividends are recognised in Statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.

-Interest income from investments is recognised when it is certain that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

3.9 Finance costs

Finance costs include interest expense computed by applying the effective interest rate on respective financial instruments measured at Amortised cost. Financial instruments include bank term loans, non-convertible debentures, fixed deposits mobilised, commercial papers, subordinated debts and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Finance costs are charged to the Statement of profit and loss.

3.10 Taxation - Current and deferred tax:

Income tax expense comprises of current tax and deferred tax. It is recognised in Statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

A) Current tax :

Current tax comprises amount of tax payable in respect of the taxable income or loss for the year determined in accordance with Income Tax Act, 1961 and any adjustment to the tax payable or receivable in respect of previous years. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

B) Deferred tax :

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequence that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary difference could be utilized. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

3.11 Earning per share

The Company reports basic and diluted earnings per equity share. Basic earnings per equity share have computed by dividing net profit/loss attributable to the equity share holders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity share holders after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

3.12 Leases

The Company has applied Ind AS 116. For these short term and low value leases, the company recognizes the lease payments as an expense in the Statement of Profit and Loss on a Straight line basis over the term of lease.

MARYADA COMMERCIAL ENTERPRISES & INVESTMENT CO LTD.

Notes forming part of the standalone financial statements for the year ended 31 March 2020

4. Cash and cash equivalent

| | As at 31 March 2020 | As at 31 March 2019 | As at 01 April 2018 |
|----------------------------------|------------------------|------------------------|------------------------|
| Particulars | | | |
| Cash on Hand | 9,946 | 11,196 | 6,641 |
| Balance with Banks | | | |
| - In current and deposit account | 2,506,812 | 1,285,817 | 12,813,006 |
| Total | 2,516,758 | 1,297,013 | 12,819,647 |

6. Other Financial Assets

| | As at 31 March 2020 | As at 31 March 2019 | As at 01 April 2018 |
|--------------------|------------------------|------------------------|------------------------|
| Particulars | | | |
| Security Deposit | 16,000 | 16,000 | 16,000 |
| Interest accrued | 9,364 | 14,272 | 94,448 |
| Total | 25,364 | 30,272 | 110,448 |

7. Property, Plant & Equipment

| | Furniture and Fixture | Computer | Total |
|-----------------------------------|--------------------------|----------|---------|
| Particulars | | | |
| GROSS BLOCK | | | |
| As at 1st April, 2018 | 43,243 | 82,005 | 125,248 |
| Additions during the year | - | - | - |
| Deletions during the year | - | - | - |
| As at 31st March, 2019 | 43,243 | 82,005 | 125,248 |
| Additions during the year | - | - | - |
| Deletions during the year | - | - | - |
| As at 31st March, 2020 | 43,243 | 82,005 | 125,248 |
| ACCUMULATED DEPRECIATION | | | |
| As at 1st April, 2018 | 12,023 | 54,274 | 66,297 |
| Depreciation Expense for the year | 8,083 | 17,515 | 25,598 |
| Adjustment during the year | - | - | - |
| As at 31st March, 2019 | 20,106 | 71,789 | 91,895 |
| Additions during the year | 5,990 | 6,093 | 12,083 |
| Adjustment during the year | - | - | - |
| As at 31st March, 2020 | 26,096 | 77,881 | 103,978 |
| Net Block as at 31st March, 2020 | 17,147 | 4,124 | 21,270 |
| Net Block as at 31st March, 2019 | 23,137 | 10,216 | 33,353 |
| Net Block as at 1st April, 2018 | 31,220 | 27,731 | 58,951 |

8. Current tax assets

| | As at 31 March 2020 | As at 31 March 2019 | As at 01 April 2018 |
|--------------------|------------------------|------------------------|------------------------|
| Particulars | | | |
| TDS Receivable | 27,655 | 58,275 | 64,460 |
| Total | 27,655 | 58,275 | 64,460 |

9. Other Non Financial Assets

| | As at 31 March 2020 | As at 31 March 2019 | As at 01 April 2018 |
|----------------------|------------------------|------------------------|------------------------|
| Particulars | | | |
| Prepaid Expenses | - | - | 4,735 |
| GST Receivable | 140,524 | 80,840 | 37,164 |
| Income Tax Refund | 198,791 | 149,370 | 84,910 |
| Excess TDS deposited | - | - | - |
| Total | 339,315 | 230,210 | 126,809 |

10. Borrowings

| | As at 31 March 2020 | As at 31 March 2019 | As at 01 April 2018 |
|------------------------|------------------------|------------------------|------------------------|
| Particulars | | | |
| Unsecured | | | |
| -Inter Corporate loans | 4,932,735 | 4,423,978 | 3,967,693 |
| Total | 4,932,735 | 4,423,978 | 3,967,693 |

11. Deferred tax liabilities/ (Assets) (Net)

| | As at 31 March 2020 | As at 31 March 2019 | As at 01 April 2018 |
|---------------------------------------------------------------------------------------|------------------------|------------------------|------------------------|
| Particulars | | | |
| Deferred tax Liability | | | |
| Difference between Depreciation as per Books of Account and the Income Tax Act, 1961. | -447 | 950 | 1,313 |
| Total | -447 | 950 | 1,313 |

12. Other Non-Financial Liabilities

| | As at 31 March 2020 | As at 31 March 2019 | As at 01 April 2018 |
|--------------------|------------------------|------------------------|------------------------|
| Particulars | | | |
| TDS Payable | 25284 | 22,200 | 14,854 |
| Expenses payable | 193490 | 182,508 | 178,884 |
| Total | 218,774 | 204,708 | 193,738 |

13. Share Capital

| Particulars | As at 31 March 2020 | As at 31 March 2019 | As at 01 April 2018 |
|--------------------------------------------------------------------------------------------------------|------------------------|------------------------|------------------------|
| a. Authorised: | | | |
| 15,00,000 Equity shares of Rs. 10/- each | 15,000,000 | 15,000,000 | 15,000,000 |
| Total | 15,000,000 | 15,000,000 | 15,000,000 |
| b. Issued, Subscribed and Paid up | | | |
| 12,45,000 Equity Shares Of Rs. 10/- Each | 12,450,000 | 12,450,000 | 12,450,000 |
| Total | 12,450,000 | 12,450,000 | 12,450,000 |
| c. Reconciliation of number of equity shares outstanding at the beginning and end of the year : | | | |

| Particulars | Number of Shares | Amount in Rs. |
|-----------------------------|------------------|-------------------|
| As At April 01, 2018 | 1,245,000 | 12,450,000 |
| Issued during the year | - | - |
| As At March 31, 2019 | 1,245,000 | 12,450,000 |
| Issued during the year | - | - |
| As At March 31, 2020 | 1,245,000 | 12,450,000 |

d. Terms / rights attached to the equity shares

Share capital of the Company has only one class of shares referred to as equity shares having Par value of 10/. Each holder of Equity Shares is entitled to One vote per share. In the event of the Liquidation of the company, the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all Preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

e. Shareholders holding more than 5% equity shares in the Company:

| Particulars | As at March 31, 2020 | | As at March 31, 2019 | | As at April 01, 2018 | |
|-------------|----------------------|------------------------|----------------------|------------------------|----------------------|------------------------|
| | Number of Shares | % holding in the class | Number of Shares | % holding in the class | Number of Shares | % holding in the class |
| | - | - | - | - | - | - |
| | - | - | - | - | - | - |

14. Other Equity

| Particulars | As at 31 March 2020 | As at 31 March 2019 | As at 01 April 2018 |
|------------------------------------------------------------------------------|------------------------|------------------------|------------------------|
| a. Statutory Reserve (Pursuant to Section 45-IC of The RBI Act, 1934) | | | |
| Opening Balance | 9,873,410 | 9,873,410 | 9,873,410 |
| Closing Balance | 9,873,410 | 9,873,410 | 9,873,410 |
| b. General Reserve | | | |
| Opening Balance | 909,108 | 909,108 | 909,108 |
| Closing Balance | 909,108 | 909,108 | 909,108 |
| c. Other comprehensive income | | | |
| Opening Balance | 7,099,831 | 5,808,852 | 5,808,852 |
| Add: Income for the period | -1,498,110 | 1,290,979 | - |
| Closing Balance | 5,601,721 | 7,099,831 | 5,808,852 |
| d. Retained Earning | | | |
| Opening Balance | 36,696,716 | 37,725,023 | 37,725,023 |
| Add: Profit for the current year | -7,916,572 | -1,028,308 | - |
| Closing Balance | 28,780,144 | 36,696,716 | 37,725,023 |
| TOTAL OTHER EQUITY | 45,164,382 | 54,579,064 | 54,316,392 |

Statutory Reserve

Statutory reserve represents reserve fund created pursuant to Section 45-IC of the RBI Act, 1934 through transfer of specified percentage of net profit every year before any dividend is declared. The reserve fund can be utilised only for limited purposes as specified by RBI from time to time and every such utilisation shall be reported to the RBI within specified period of time from the date of such utilisation.

General Reserve

General Reserve represents the statutory reserve. This is in accordance with Indian Corporate Law where in a portion of profit is apportioned to General Reserve. Under Companies Act, 1956, it was mandatory to transfer amount before a company can declare dividend. However, under companies Act, 2013 transfer of any amount to general reserve is at the discretion of the company.

Other Comprehensive Income-Remeasurement gain/ (losses) on defined benefit plan

The Company recognises change on account of remeasurement of the net defined benefit liability/(asset) as part of other comprehensive income.

Retained Earnings

Retained earnings or accumulated surplus represents total of all profits retained since Company's inception. Retained earnings are credited with current year profits, reduced by losses, if any, dividend payouts, transfers to General reserve or any such other appropriations to specific reserves.

MARYADA COMMERCIAL ENTERPRISES & INVESTMENT CO LTD.**CIN: L65993DL1982PLC013738****ADD: 106, (1st Floor), Madhuban Tower, A-1, V.S. Block, Shakarpur Crossing, New Delhi - 110092**

Notes forming part of the standalone financial statements for the year ended 31 March 2020

15. Interest Income

| | For the year ended | For the year ended |
|---------------------------|--------------------|--------------------|
| Particulars | 31 March 2020 | 31 March 2019 |
| Interest Income from Bank | 275,727 | 504,491 |
| Total | 275,727 | 504,491 |

16. Dividend

| | For the year ended | For the year ended |
|---------------------------------|--------------------|--------------------|
| Particulars | 31 March 2020 | 31 March 2019 |
| Dividend received on Shares | 123,323 | 81,575 |
| Dividend income on mutual funds | 1,380,098 | 1,270,360 |
| Total | 1,503,421 | 1,351,935 |

17. Net gain on fair value changes

| | For the year ended | For the year ended |
|-------------------------------------------------------------------|--------------------|--------------------|
| Particulars | 31 March 2020 | 31 March 2019 |
| Net gain/(loss) on financial instruments measured at FVTPL | | |
| Realised gain/ (loss) on instruments at FVTPL | 502,659 | 4,951 |
| Unrealised gain/ (loss) on instruments at FVTPL | -7,492,947 | -305,434 |
| Total | -6,990,289 | -300,483 |

18. Other Income

| | For the year ended | For the year ended |
|------------------------------|--------------------|--------------------|
| Particulars | 31 March 2020 | 31 March 2019 |
| Liability no longer required | 3,287 | 25,002 |
| Total | 3,287 | 25,002 |

19. Finance Costs

| | For the year ended | For the year ended |
|------------------------|--------------------|--------------------|
| Particulars | 31 March 2020 | 31 March 2019 |
| Interest on borrowings | 508,757 | 456,285 |
| Total | 508,757 | 456,285 |

20. Employee Benefit Expense

| | For the year ended | For the year ended |
|-------------------|--------------------|--------------------|
| Particulars | 31 March 2020 | 31 March 2019 |
| Salary & Benefits | 1,660,356 | 1,540,356 |
| Total | 1,660,356 | 1,540,356 |

21. **Other Expenses**

| Particulars | For the year ended 31 March 2020 | For the year ended 31 March 2019 |
|--------------------------------------|---------------------------------------------|---------------------------------------------|
| Rent | 67,962 | 60,000 |
| Telephone Expenses | 38,349 | 45,716 |
| Printing & Stationary | 123,260 | 134,584 |
| Bank Charges | 2,592 | 1,550 |
| Legal & Professional | 156,633 | 132,000 |
| Postage & Telegram | | 10,691 |
| Filing Fee | | - |
| Accounting Software Charges | | 4,735 |
| Demat Charges | 1,916 | 26,943 |
| Conveyance Expenses | 23,974 | 63,956 |
| Miscellaneous Expenses | 27,669 | 27,402 |
| Listing fee | 55,000 | 55,000 |
| Director Sitting Fees | | 2,000 |
| Website Expenses | 4,710 | 4,799 |
| <u>Auditor'S Remuneration</u> | | |
| Audit Fees | 18,000 | 18,000 |
| Tax Audit Fees | | - |
| Taxation Matters | | - |
| Others | | - |
| Total | 520,065 | 587,376 |

22. **Earning Per Share (EPS)**

| Particulars | For the year ended 31 March 2020 | For the year ended 31 March 2019 |
|------------------------------------------------------------|---------------------------------------------|---------------------------------------------|
| Profit for the year (Rs. in Lakhs) | -7,916,572 | -1,028,308 |
| Weighted average number of Equity Shares used in computing | 1,245,000 | 1,245,000 |
| Weighted average number of Equity Shares used in computing | 1,245,000 | 1,245,000 |
| Basic Earnings per share (Rs.) | -6.36 | -0.83 |
| Diluted Earnings per share (Rs.) | -6.36 | -0.83 |
| Face value per share (Rs.) | 10 | 10 |

MARYADA COMMERCIAL ENTERPRISES & INVESTMENT CO LTD.

Notes forming part of the standalone financial statements for the year ended 31 March 2020

5. Investments

| Particulars | | Face Value | As at | | As at | | As at | |
|------------------------------------------------------------------|-----------------------------------------------------------------------|------------|----------------|-------------------|------------------|-------------------|------------------|-------------------|
| | | | 31 March 2020 | | 31 March 2019 | | 31 March 2018 | |
| | | | Units | Amt (Rs.) | Units | Amt (Rs.) | Units | Amt (Rs.) |
| A. Investment in Equity Instruments | | | | | | | | |
| -Quoted Instrument fully paid up Equity Shares(At FVTOCI) | | | | | | | | |
| 1 | BAJAJ HOLDING & INVESTMENTS LTD | 10 | 150 | 269,783 | 150 | 512,483 | 150 | 399,675 |
| 2 | BAJAJ AUTO LTD | 10 | 300 | 606,705 | 300 | 873,330 | 300 | 823,410 |
| 3 | BAJAJ FINSERV LTD | 5 | 150 | 688,680 | 150 | 1,055,558 | 150 | 775,733 |
| 4 | BHARAT HEAVY ELECTRICAL LTD | 2 | 1,500 | 31,200 | 1,500 | 112,425 | 1,500 | 122,025 |
| 5 | BIRLA CABLE LIMITED (EARLIER KNOWN AS BIRLA ERICSSON LTD) | 10 | 100 | 3,250 | 100 | 15,365 | 100 | 6,090 |
| 6 | CABLE CORPORATION OF INDIA LTD | 10 | 100 | 1,870 | 100 | 1,870 | 100 | 1,870 |
| 7 | CENTURY ENKA LTD | 10 | 100 | 11,900 | 100 | 25,225 | 100 | 30,135 |
| 8 | CMI LTD | 10 | 100 | 1,995 | 100 | 13,815 | 100 | 21,480 |
| 9 | CLARIANT CHEMICALS INDIA LIMITED | 10 | 150 | 34,095 | 150 | 54,675 | 150 | - |
| 10 | FINOLEX CABLES LTD | 2 | 500 | 101,875 | 500 | 237,725 | 500 | 337,425 |
| 11 | HOUSING DEVELOPMENT FINANCE CORP LTD | 2 | 1,000 | 1,633,100 | 1,000 | 1,968,250 | 1,000 | 1,825,600 |
| 12 | HINDUSTAN UNILEVER LTD | 1 | 750 | 1,723,875 | 750 | 1,280,100 | 750 | 1,000,013 |
| 13 | INDIA LEASE DEVELOPMENT CO LTD | 10 | 10,000 | 65,000 | 10,000 | 85,000 | 10,000 | 78,600 |
| 14 | INTERNATIONAL TRAVELS HOUSE LTD | 10 | 200 | 9,060 | 200 | 27,750 | 200 | 36,750 |
| 15 | ICICI BANK LTD | 2 | 33 | 10,684 | 33 | 13,217 | 33 | 9,186 |
| 16 | ITC LTD | 1 | 1,080 | 185,436 | 1,080 | 321,030 | 1,080 | 275,940 |
| 17 | JHAGADIA COPPER LTD (SWIL) | 10 | 100 | - | 100 | - | 100 | - |
| 18 | NOVARTIS INDIA LTD | 5 | 66 | 33,149 | 66 | 45,263 | 66 | 40,412 |
| 19 | SIEMENS LTD | 2 | 1,000 | 1,113,400 | 1,000 | 1,128,800 | 1,000 | 1,072,850 |
| 20 | STERILITE POWER TRANSMISSION (EARLIER KNOWN AS STERILITE OPTICLE LTD) | 5 | 100 | 200 | 100 | 200 | 100 | 200 |
| 21 | SYNGENTA INDIA LTD | 5 | 66 | - | 66 | - | 66 | - |
| 22 | TORRENT POWER LTD (Earliar Known as TORRENT CABLES LTD) | 10 | 47 | 13,115 | 47 | 12,103 | 47 | 10,775 |
| 23 | APAR INDUSTRIES LTD (UNIFLEX CABLES LTD) | 10 | 10 | 2,882 | 10 | 6,719 | 10 | 7,280 |
| 24 | UNIVERSAL CABLES LTD | 10 | 100 | 8,415 | 100 | 22,015 | 100 | 13,060 |
| 25 | USHA MARTIN EDUCATION AND SOLUTIONS LTD | 1 | 100 | 113 | 100 | 123 | 100 | 151 |
| 26 | USHA MARTIN LTD (EARLIER KNOWN AS USHA BELTRON | 1 | 100 | 1,600 | 100 | 4,050 | 100 | 1,830 |
| 27 | VINDHYA TELELINK LTD | 10 | 100 | 43,370 | 100 | 140,010 | 100 | 104,965 |
| 28 | KEC INTRENATIONAL LIMITED | 10 | 50 | 9,275 | 50 | 14,988 | 50 | 3,904 |
| 29 | STATE BANK OF INDIA | 1 | 1,000 | 196,850 | 1,000 | 320,750 | 1,000 | 2,501 |
| 30 | UPCOM CABLES LTD | 10 | 100 | - | 100 | - | 100 | - |
| 31 | UTI MASTER PLUS | 10 | 2,500 | - | 2,500 | - | 2,500 | - |
| | | | 21,652 | 6,800,876 | 21,652 | 8,292,836 | 21,652 | 7,001,858 |
| -Unquoted Fully Paid up Equity Shares(At FVTOCI) | | | | | | | | |
| 1 | MANSAROVAR PAPER & IND LTD | 10 | 600 | - | 600 | 6,000 | 600 | 6000 |
| 2 | MORGAN ASIA LTD | 10 | 50 | - | 50 | 150 | 50 | 150 |
| | | | 650 | - | 650 | 6,150 | 650 | 6,150 |
| B. Investment in Mutual Funds (At FVTPL) | | | | | | | | |
| 1 | DSP BLACK ROCK SMALLCAP FUND | | 96 | 3,757 | 96 | 5,405 | 96 | 6,022 |
| 2 | DSP BLACK ROCK MID CAP FUND | | 32,357 | 1,438,716 | 32,357 | 1,776,943 | 32,357 | 1,767,106 |
| 3 | FRANKLIN INDIA SMALLER CO. FUND | | 31,135 | 1,050,992 | 31,135 | 1,713,549 | 31,135 | 1,832,946 |
| 4 | HDFC BALANCED FUND | | 57,030 | 2,421,018 | 57,030 | 3,104,916 | 57,030 | 2,897,398 |
| 5 | IDBI MIDCAP FUND | | 99,305 | 765,641 | 99,305 | 1,078,451 | 99,305 | 1,138,034 |
| 6 | KOTAK SELECT FOCUS FUND | | 55,406 | 1,496,509 | 55,406 | 1,965,685 | 55,406 | 1,762,845 |
| 7 | ABSL BANKING & FINANCIAL SERVICE FUND | | 94,805 | 1,760,523 | 94,805 | 2,793,895 | 94,805 | 2,496,208 |
| 8 | ABSL INFRASTRUCTURE FUND | | 68,381 | 1,394,283 | 68,381 | 2,210,066 | 68,381 | 2,411,789 |
| 9 | L & T INFRASTRUCTURE FUND | | 139,978 | 1,465,566 | 139,978 | 2,243,841 | 139,978 | 2,399,216 |
| 10 | L & T EMERGING BUSINESS FUND | | 194,214 | 2,934,581 | 194,214 | 4,864,296 | 125,499 | 3,362,380 |
| 11 | ABSL PURE VALUE FUND | | 103,663 | 1,526,057 | 103,663 | 2,471,791 | - | - |
| 12 | BIRLA SUN LIFE CASH MANAGER | | - | - | - | - | 27,773 | 2,786,923 |
| 13 | DSP BLACK ROCK MONEY MANAGER FUND | | 5,602 | 5,625,248 | 5,368 | 5,390,278 | 5,187 | 5,209,310 |
| 14 | FRANKLIN INDIA ULTRA SHORT BOND FUND | | 856 | 8,416 | 554,039 | 5,590,916 | 522,872 | 5,269,404 |
| 15 | HDFC CASH MANAGEMENT FUND | | 847,141 | 8,592,381 | 807,029 | 8,185,531 | 771,708 | 7,827,284 |
| 16 | KOTAK LAW DURATION FUND | | 8,549 | 8,675,082 | 8,126 | 8,255,630 | 7,730 | 7,858,797 |
| 17 | L & T ULTRA SHORT TERM FUND | | - | - | - | - | 167,135 | 1,715,152 |
| 18 | UNION ARBITRAGE FUND | | - | - | 999,990 | 10,059,399 | - | - |
| 19 | UNION MIDCAP FUND | | 749,990 | 7,994,893 | - | - | - | - |
| 20 | FRANKLIN INDIA SAVINGS FUND | | 584,280 | 5,880,544 | - | - | - | - |
| | | | 3,072,786 | 53,034,207 | 3,250,920 | 61,710,591 | 2,206,397 | 50,740,813 |
| Total Investments (A+B) | | | 606,582 | 59,835,083 | 3,273,222 | 70,009,578 | 2,228,699 | 57,748,821 |
| Total Investment at FVTOCI | | | 22,302 | 6,800,876 | 22,302 | 8,298,986 | 22,302 | 7,008,008 |
| Total Investment at FVTPL | | | 3,072,786 | 53,034,207 | 3,250,920 | 61,710,591 | 2,206,397 | 50,740,813 |

Note:

- All above investments are in India itself

Note: 23 Deferred Tax Liabilities/(Assets)

| | CURRENT YEAR | PREVIOUS YEAR |
|---------------------------------------------|--------------|---------------|
| Deferred Tax Liabilities/(Assets) (Op. Bal) | 950 | 1,313 |
| Reduction | 1,397 | 363 |
| Deferred Tax Liabilities/(Assets) (Cl. Bal) | (447) | 950 |

Note: 24 Related Party Transactions**24.1** List of related parties with whom transactions have taken place and relationship:

- a) Key Managerial Personnel
1. Chitraditi Baruah (Chief Financial Officer)
 2. Harshika Agrawal (Company Secretary)

24.2 Transactions during the financial year ended 31.03.2019 with related Parties as under.

| Sr. No. | Particulars | Nature of Transaction | For the year ended 31.03.2020 | For the year ended 31.03.2019 |
|---------|-------------------|-------------------------------|-------------------------------|-------------------------------|
| 1 | Chitraditi Baruah | Remuneration & other services | 1078356 | 1078356 |
| 2 | Harshika Agrawal | Remuneration & other services | 582000 | 462000 |

Note: 25 To the extent information available with the company, it has no dues to the Micro, Small and medium enterprises as at 31st March, 2020 and 31st March, 2019.

Note: 26 There are no separate reportable segment as per Accounting Standard (AS-17).

Note: 27 Schedule as required in terms of Paragraph 18 of "Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016

(C` in Lakhs)

| | PARTICULARS | | | |
|-----|------------------------------------------------------------------------------------------------------------------|---------------------|----------------|--|
| (1) | Liabilities side : | | | |
| | Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid : | Amount Out-standing | Amount overdue | |
| | (a) Debentures : Secured | -- | -- | |
| | : Unsecured | -- | -- | |
| | (other than falling within the meaning of public deposits) | | | |
| | (b) Deferred Credits | -- | -- | |
| | (c) Term Loans | -- | -- | |
| | (d) Inter-corporate loans and borrowing | 49.33 | -- | |
| | (e) Commercial Paper | -- | -- | |
| | (f) Public Deposits | -- | -- | |
| | (g) Other Loans (specify nature)-From Bank | -- | -- | |
| (2) | Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid): | | | |
| | (a) In the form of Unsecured debentures | -- | -- | |
| | (b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security | -- | -- | |
| | (c) Other public deposits | -- | -- | |
| | Assets side : | | | |
| | | Amount Outstanding | | |
| (3) | Break-up of Loans and Advances including | | | |

| | | | | |
|-----|--|-------------------------------------------------------------------------------------------------------------|--------|--|
| | | bills receivables [other than those in (4) below: | | |
| | | (a) Secured | -- | |
| | | (b) Unsecured | -- | |
| | | (Net of Provisions other than on Standard Assets) | | |
| (4) | | Break-up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities | | |
| | | (i) Lease assets including lease rentals under sundry debtors : | | |
| | | (a) Financial lease | -- | |
| | | (b) Operating lease | -- | |
| | | (ii) Stock on hire including hire charges under sundry debtors : | | |
| | | (a) Assets on hire | -- | |
| | | (b) Repossessed Assets | -- | |
| | | (iii) Hypothecation loans counting towards EL/HP activities | | |
| | | (a) Loans where assets have been repossessed | -- | |
| | | (b) Loans other than (a) above | -- | |
| (5) | | Break-up of Investments : | | |
| | | Current Investments : | | |
| | | 1. Quoted : | | |
| | | ----- | | |
| | | (i) Shares : (a) Equity | -- | |
| | | (b) Preference | -- | |
| | | (ii) Debentures and Bonds | -- | |
| | | (iii) Units of mutual funds | 367.77 | |
| | | (iv) Government Securities | -- | |
| | | (v) Others (please specify) | -- | |
| | | 2. Unquoted : | | |
| | | ----- | | |
| | | (i) Shares : (a) Equity | -- | |
| | | (b) Preference | -- | |
| | | (ii) Debentures and Bonds | -- | |
| | | (iii) Units of mutual funds | -- | |
| | | (iv) Government Securities | -- | |
| | | (v) Others (please specify) | -- | |
| | | Long Term Investments : | | |
| | | ----- | | |
| | | 1. Quoted : | | |
| | | ----- | | |
| | | (i) Shares : (a) Equity | 68.01 | |
| | | (b) Preference | -- | |
| | | (ii) Debentures and Bonds | -- | |
| | | (iii) Units of mutual funds | 162.58 | |
| | | (iv) Government Securities | -- | |
| | | (v) Others (please specify) | -- | |
| | | 2. Unquoted : | | |
| | | ----- | | |
| | | (i) Shares : (a) Equity | | |
| | | (b) Preference | -- | |
| | | (ii) Debentures and Bonds | -- | |
| | | (iii) Units of mutual funds | -- | |
| | | (iv) Government Securities | -- | |
| | | (v) Others (please specify) | -- | |

| | | | | |
|-----|-----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-----------|--------------------------------|
| (6) | Borrower group-wise classification of all leased assets, stock-on - hire and loans and advances : | | | |
| | Category | Amount net of provisions | | |
| | | Secured | Unsecured | Total |
| | 1. Related Parties | -- | -- | -- |
| | (a) subsidiaries | -- | -- | -- |
| | (b) Companies in the same group | -- | -- | -- |
| | (c) Other related parties | -- | -- | -- |
| | 2. Other than related parties | -- | -- | -- |
| | Total | -- | -- | -- |
| (7) | Investor group-wise classification of all investments (current and long term)in shares and securities (both quoted and unquoted): | | | |
| | Category | Market Value/Break up or fair value or NAV | | Book Value (Net of Provisions) |
| | 1. Related Parties | | | |
| | (a) Subsidiaries | -- | | -- |
| | (b) Companies in the same Group | -- | | -- |
| | (c) Other related parties | -- | | -- |
| | 2. Other than related parties | 598.35 | | 598.35 |
| | Total | 598.35 | | 598.35 |
| (8) | Other information | | | |
| | Particulars | | | Amount |
| | (i) Gross Non-Performing Assets | | | |
| | (a) Related parties | | | -- |
| | (b) Other than related parties | | | -- |
| | (ii) Net Non-Performing Assets | | | |
| | (a) Related parties | | | -- |
| | (b) Other than related parties | | | -- |
| | (iii) Assets acquired in satisfaction of debt | | | -- |

Note: 28 First-time Adoption of Ind As

These financial statements, for the year ended March 31, 2020, are the first financial statements the company has prepared in accordance with Ind AS.

For periods up to and including the year ended March 31, 2019, the company has prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with rule 7 of the Companies (Accounts) Rules, 2014 and guidelines issued by RBI (Indian GAAP or previous GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for year ending on March 31, 2020, together with the comparative period data as at and for the year ended March 31, 2019, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at April 01, 2018, the Company's date of transition to Ind AS. These financial results may require further adjustments, if any, necessitated by the guidelines / clarifications / directions issued in the future by RBI, Ministry of Corporate Affairs, or other regulators, which will be implemented as and when the same are issued and made applicable.

This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at April 01, 2018 and the financial statements as at and for the year ended March 31, 2019.

(A) Mandatory exceptions and optional exemptions availed :

Set out below are the applicable Ind AS 101 mandatory exceptions and optional exemptions applied in the transition from previous GAAP to Ind AS, which were considered to be material or significant by the Company.

Mandatory exceptions

The company has adopted all relevant mandatory exceptions set out in Ind AS 101 which are as below:

(i) Estimates

Ind AS 101 prescribes that an entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

The Company's Ind AS estimates as at the transition date are consistent with the estimates as at the same date made in conformity with previous GAAP.

(ii) Derecognition of financial assets and financial liabilities

As set out in Ind AS 101, the Company has applied the derecognition requirements of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

(iii) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(iv) Impairment of financial assets

As set out in Ind AS 101, an entity shall apply the impairment requirements of Ind AS 109 retrospectively if it does not entail any undue cost or effort. The company has assessed impairment of financial assets in conformity with Ind AS 109.

Optional exemptions availed**(i) Investments in Subsidiaries, associates**

Ind AS 101 permits a first time adopter to measure its investment, at the date of transition, at cost determined in accordance with Ind AS 27, or deemed cost. The deemed cost of such investment shall be its fair value at the Company's date of transition to Ind AS, or Previous GAAP carrying amount at that date. The Company has elected to measure its investment in subsidiary at the Previous GAAP carrying amount as its deemed cost on the transition date.

(ii) Property, plant, equipment & intangible assets

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment and intangible assets as at March 31, 2018 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment and intangible assets as on April 01, 2018.

(iii) Business combinations

Ind AS 103 Business Combinations has not been applied to acquisitions of subsidiaries, which are considered businesses under Ind AS that occurred before April 01, 2018. Use of this exemption means that the Indian GAAP carrying amounts of assets and liabilities, that are required to be recognised under Ind AS, is their deemed cost at the date of the acquisition. After the date of the acquisition, measurement is in accordance with respective Ind AS.

(B) Reconciliation between Ind AS and previous GAAP are given below:

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for previous periods. The following table represent the reconciliation from previous GAAP to Ind AS.

Reconciliation of balance sheet as at date of transition 1 April 2018

| Particulars | Note | Previous GAAP* | Adjustments | Ind As |
|-------------------------------------|------|-------------------|------------------|-------------------|
| ASSETS | | | | |
| Financial Assets | | | | |
| a. Cash and cash equivalents | 4 | 12,819,647 | - | 12,819,647 |
| e. Investments | 5 | 50,963,029 | 6,785,791 | 57,748,821 |
| f. Other Financial Assets | 6 | 110,448 | - | 110,448 |
| Non-Financial Assets | | | | |
| a. Current tax assets | 7 | | | |
| b. Deferred tax assets (Net) | 8 | 58,951 | - | 58,951 |
| c. Property, Plant and Equipment | 11 | 64,460 | - | 64,460 |
| d. Other non-financial assets | 9 | 0 | - | 0 |
| | | | | 126,809 |
| TOTAL ASSETS | | 64,016,535 | 6,785,791 | 70,802,327 |
| LIABILITIES AND EQUITY | | | | |
| LIABILITIES | | | | |
| Financial Liabilities | | | | |
| a. Borrowings | 10 | 5,500,000 | -1,532,307 | 3,967,693 |
| Non-Financial Liabilities | | | | |
| a. Deferred tax liabilities (Net) | 11 | 1,313 | - | 1,313 |
| b. Other non-financial liabilities | 12 | 193,738 | - | 193,738 |
| Equity | | | | |
| a. Equity Share Capital | 13 | 12,450,000 | - | 12,450,000 |
| b. Other Equity | 14 | 45,998,294 | 8,318,098 | 54,316,392 |
| TOTAL LIABILITIES AND EQUITY | | 64,143,345 | 6,785,791 | 70,929,136 |

* The Previous GAAP figures have been reclassified to confirm to IndAS presentation requirements for the purpose of this note.

Reconciliation of balance sheet as at date of transition 31 March 2019

| Particulars | Note | Previous GAAP* | Adjustments | Ind As |
|-------------------------------------|------|-------------------|------------------|-------------------|
| ASSETS | | | | |
| Financial Assets | | | | |
| a. Cash and cash equivalents | 4 | 1,297,013 | - | 1,297,013 |
| e. Investments | 5 | 62,233,291 | 7,776,287 | 70,009,578 |
| f. Other Financial Assets | 6 | 30,272 | - | 30,272 |
| Non-Financial Assets | | | | |
| a. Current tax assets | 7 | | | |
| b. Deferred tax assets (Net) | 8 | 33,353 | - | 33,353 |
| c. Property, Plant and Equipment | 11 | 58,275 | - | 58,275 |
| d. Other non-financial assets | 9 | 0 | - | 0 |
| | | | | 230,210 |
| TOTAL ASSETS | | 63,652,204 | 7,776,287 | 71,428,491 |
| LIABILITIES AND EQUITY | | | | |
| LIABILITIES | | | | |
| Financial Liabilities | | | | |
| a. Borrowings | 10 | 5,500,000 | -1,076,022 | 4,423,978 |
| Non-Financial Liabilities | | | | |
| a. Deferred tax liabilities (Net) | 11 | 950 | - | 950 |
| b. Other non-financial liabilities | 12 | 204,708 | - | 204,708 |
| Equity | | | | |
| a. Equity Share Capital | 13 | 12,450,000 | - | 12,450,000 |
| b. Other Equity | 14 | 45,726,756 | 8,852,309 | 54,579,064 |
| TOTAL LIABILITIES AND EQUITY | | 63,882,414 | 7,776,287 | 71,658,701 |

* The Previous GAAP figures have been reclassified to confirm to IndAS presentation requirements for the purpose of this note.

Reconciliation of equity as at 1 April 2018 and as at 31 March 2019 summarised in below table:

| Particulars | Note | As at 31st March 2019 | As at 1st April 2018 |
|----------------------------------------|------|--------------------------|-------------------------|
| Equity as reported under previous GAAP | | 58,176,756 | 58,448,294 |
| Adjustments | | | |
| Fair valuation of investments | | 7,776,287 | 6,785,791 |
| Fair valuation of Borrowings | | 1,076,022 | 1,532,307 |
| | | <u>8,852,309</u> | <u>8,318,098</u> |
| Less: Tax adjustments | | | - |
| Equity as per Ind AS | | <u>67,029,064</u> | <u>66,766,392</u> |

Reconciliation of total comprehensive income for the year ended 31 March 2019

| Particulars | Note | Previous GAAP* | Adjustments | Ind As |
|------------------------------------------------------------|------|-----------------|-----------------|------------------|
| INCOME | | | | |
| Revenue from operations | | | | |
| (i) Interest income | 15 | 504491 | 0 | 504491 |
| (ii) Dividend Income | 16 | 1351935 | 0 | 1351935 |
| (iii) Net gain on fair value changes | 17 | (0) | (300483) | (300483) |
| I Total Revenue from operations | | 1856426 | 0 | 1555942 |
| II Other Income | 18 | 25002 | 0 | 25002 |
| III Total income (I+II) | | 1881428 | 0 | 1580944 |
| EXPENSES | | | | |
| Finance Costs | 19 | (0) | 456285 | 456285 |
| Employee Benefits Expenses | 20 | 1540356 | 0 | 1540356 |
| Depreciation and Ammortisation | 8 | 25598 | 0 | 25598 |
| Others expenses | 21 | 587376 | 0 | 587376 |
| IV Total expenses (IV) | | 2153330 | 456285 | 2609615 |
| V Profit/ (loss) before tax (III-IV) | | (271902) | (456285) | (1028671) |
| VI Tax expense | | | | |
| (i) Current tax | | 0 | 0 | 0 |
| (ii) Deferred tax (credit) / charge | | (363) | 0 | (363) |
| Total tax expense (VI) | | (363) | 0 | (363) |
| VII Profit for the year (V-VI) | | (271539) | (456285) | (1028308) |
| VIII Other comprehensive income | | | | |
| (a) Items that will not be reclassified to profit or loss | | | | |
| - Fair value changes in equity instruments | | (0) | 1290979 | 1290979 |
| (b) Income tax relating to above mentioned item | | 0 | 0 | 0 |
| Other comprehensive income for the year, net of tax | | (0) | 1290979 | 1290979 |
| Total comprehensive income for the year (VII +VIII) | | (271540) | 834694 | 262671 |

Reconciliation of total comprehensive income for the year ended 31 March 2019 summarised in below table

| Particulars | 31st March 2019 |
|----------------------------------------------------|--------------------|
| Profit after tax as reported under previous GAAP | (271540) |
| Adjustments: | |
| Net (loss)/ gain on fair value changes | (300483) |
| Fair valuations borrowings | (456285) |
| Tax adjustment on above items | 0 |
| Net Profit After Tax as per Ind AS | (1028308) |
| Fair value changes in equity instruments at FVTOCI | 1290979 |
| Tax adjustment on above items | 0 |
| Other comprehensive income | 1290979 |
| Total comprehensive income as per Ind AS | 262671 |

Note: 29 Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The company has adequate cash and bank balances. The company monitors its capital by careful scrutiny of the cash and bank balances, and a regular assessment of any debt requirements. In the absence of any significant amount of debt, the maintenance of debt equity ratio etc. may not be of any relevance to the Company.

Note: 30 Financial Risk Management**Financial risk factors**

The Company's principal financial liabilities, comprise borrowings and trade and other payables. The main purpose of these financial liabilities is to manage finances for the Company's operations. The Company's principal financial assets include inter corporate deposits, loans, cash and cash equivalents and other receivables. The Company's activities expose it to a variety of financial risks:

I. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments.

The company is exposed to market risk primarily related to the market value of its investments.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of Financial Instruments will fluctuate because of change in market interest rates. The company does not have exposure to the risk of changes in market interest rate as it has interest free debt obligations.

Currency risk

Currently company does not have transaction in foreign currencies and hence the company is not exposed to currency risk.

Equity Price Risk**(a) Exposure**

The company is exposed to equity price risk arising from Investments held by the company and classified in the balance sheet as fair value through P & L and OCI. To manage its price risk arising from investment in equity securities, the company diversifies its portfolio. Diversification of portfolio is done in accordance with the limits set by the company. The majority of the company's equity instruments are listed on the Bombay stock exchange (BSE) or the National stock exchange (NSE) in India.

(b) Sensitivity analysis- Equity price risk

The table below summarises the impact of increase/ decrease of the index on the company's equity and the profit for the period. The analysis is based on the assumption that the equity/ index had increased by 2% or decreased by 2% with all other variable held constant, and that all the company's equity instruments moved in line with the Index.

(Amount in Rs.)

| | Impact on Profit & Loss for the year ended | | Impact on Profit & Loss for the year ended | |
|----------------------------------|--------------------------------------------|------------|--------------------------------------------|-----------|
| | 31-Mar-20 | 31-Mar-19 | 31-Mar-20 | 31-Mar-19 |
| NSE/ BSE Index - Increase by 2 % | 1,060,684 | 1,234,212 | 136,018 | 165,980 |
| NSE/ BSE Index - Decrease by 2 % | -1,060,684 | -1,234,212 | -136,018 | -165,980 |

II. Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its financing activities towards inter corporate loans where no significant impact on credit risk has been identified.

III. Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company manages its liquidity requirement by analysing the maturity pattern of Company's cash flows of financial assets and financial liabilities.

The table below summarises the maturity profile of the undiscounted cash flows of the Company's financial assets and liabilities.

| | (Amount in Rs.) | | |
|------------------------------|-------------------|------------------|-------------------|
| | Within | After | |
| As at 31st March, 2020 | 12 Months | 12 Months | Total |
| Financial Assets | | | |
| Cash and cash equivalents | 2,516,758 | | 2,516,758 |
| Investments | 53,034,207 | 6,800,876.1 | 59,835,083 |
| Other Financial Assets | 25,364 | | 25,364 |
| Total | 55,576,329 | 6,800,876 | 62,377,205 |
| Financial Liabilities | | | |
| Borrowings | | 4,932,735 | 4,932,735 |
| Total | - | 4,932,735 | 4,932,735 |

| | (Amount in Rs.) | | |
|------------------------------|-------------------|------------------|-------------------|
| | Within | After | |
| As at 31st March, 2019 | 12 Months | 12 Months | Total |
| Financial Assets | | | |
| Cash and cash equivalents | 1,297,013 | - | 1,297,013 |
| Investments | 61,710,591 | 8,298,986 | 70,009,578 |
| Other Financial Assets | 30,272 | - | 30,272 |
| Total | 63,037,876 | 8,298,986 | 71,336,863 |
| Financial Liabilities | | | |
| Borrowings | - | 4,423,978 | 4,423,978 |
| Total | - | 4,423,978 | 4,423,978 |

| | (Amount in Rs.) | | |
|------------------------------|-------------------|------------------|-------------------|
| | Within | After | |
| As at 1st April, 2018 | 12 Months | 12 Months | Total |
| Financial Assets | | | |
| Cash and cash equivalents | 12,819,647 | - | 12,819,647 |
| Investments | 50,740,813 | 7,008,008 | 57,748,821 |
| Other Financial Assets | 110,448 | - | 110,448 |
| Total | 63,670,908 | 7,008,008 | 70,678,916 |
| Financial Liabilities | | | |
| Borrowings | - | 3,967,693 | 3,967,693 |
| Total | - | 3,967,693 | 3,967,693 |

Note: 31 Maturity analysis of Assets and Liabilities:

The table shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled

| (Amount in Rs.) | | | | | | | | | |
|----------------------------------|---------------------|--------------------|-------------------|---------------------|--------------------|-------------------|---------------------|--------------------|-------------------|
| Particulars | 31st March, 2020 | | | 31st March, 2019 | | | 1st April, 2018 | | |
| | Within 12 Months | After 12 Months | Total | Within 12 Months | After 12 Months | Total | Within 12 Months | After 12 Months | Total |
| ASSETS | | | | | | | | | |
| Financial Assets | | | | | | | | | |
| Cash and cash equivalents | 2,516,758 | | 2,516,758 | 1,297,013 | | 1,297,013 | 12,819,647 | | 12,819,647 |
| Investments | 53,034,207 | 6800876.1 | 53,034,207 | 61,710,591 | 8,298,986 | 61,710,591 | 50,740,813 | 7,008,008 | 50,740,813 |
| Other Financial Assets | 25,364 | | 25,364 | 30,272 | | 30,272 | 110,448 | | 110,448 |
| Non-Financial Assets | | | | | | | | | |
| Current tax assets | 21,270 | | | - | | | - | | - |
| Deferred tax assets | 27,655 | | 27,655 | 58,275 | | 58,275 | 64,460 | | 64,460 |
| Property, Plant and Equipment | 447 | | 447 | - | | - | - | | - |
| Other non-financial assets | 339,315 | | 339,315 | 230,210 | | 230,210 | 126,809 | | 126,809 |
| TOTAL ASSETS | 55,965,016 | 6,800,876 | 55,943,746 | 63,326,361 | 8,298,986 | 63,326,361 | 63,862,177 | 7,008,008 | 63,862,177 |
| LIABILITIES | | | | | | | | | |
| Financial Liabilities | | | | | | | | | |
| Borrowings | 4,932,735 | | 4,932,735 | 4,423,978 | | 4,423,978 | 3,967,693 | | 3,967,693 |
| Non Financial Liabilities | | | | | | | | | |
| Deferred tax liabilities | - | | - | 950 | | 950 | 1,313 | | 1,313 |
| Other non-financial liabilities | 218,774 | | 218,774 | 204,708 | | 204,708 | 193,738 | | 193,738 |
| TOTAL LIABILITIES | 5,151,509 | - | 5,151,509 | 4,629,636 | - | 4,629,636 | 4,162,744 | - | 4,162,744 |

Note: 32 Fair values

The management assessed that Fair Values of Financial Assets and Liabilities are approximately their carrying values.

Note: 33 Fair value hierarchy

The company determines fair values of its financial instruments according to the following hierarchy:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use Inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The following table presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2020:

(Amount in Rs.)

| Particulars | Ammortised cost | Fair value through P& L | Fair value through OCI | Total carrying value | Total Fair value | Fair value | | |
|------------------------------|------------------|-------------------------|------------------------|----------------------|-------------------|-------------------|----------|----------|
| | | | | | | Level 1 | Level 2 | Level 3 |
| Financial Assets | | | | | | | | |
| Cash and cash equivalents | 2,516,758 | - | - | 2,516,758 | 2,516,758 | - | - | - |
| Investments | - | 53,034,207 | 6,800,876 | 59,835,083 | 59,835,083 | 59,835,083 | - | - |
| Other Financial Assets | 25,364 | - | - | 25,364 | 25,364 | - | - | - |
| | 2,542,122 | 53,034,207 | 6,800,876 | 62,377,205 | 62,377,205 | 59,835,083 | - | - |
| Financial Liabilities | | | | | | | | |
| Borrowings | 4,932,735 | - | - | 4,932,735 | 4,932,735 | - | - | - |
| | 4,932,735 | - | - | 4,932,735 | 4,932,735 | - | - | - |

The following table presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2019:

(Amount in Rs.)

| Particulars | Ammortised cost | Fair value through P& L | Fair value through OCI | Total carrying value | Total Fair value | Fair value | | |
|------------------------------|------------------|-------------------------|------------------------|----------------------|-------------------|-------------------|----------|----------|
| | | | | | | Level 1 | Level 2 | Level 3 |
| Financial Assets | | | | | | | | |
| Cash and cash equivalents | 1,297,013 | - | - | 1,297,013 | 1,297,013 | - | - | - |
| Investments | - | 61,710,591 | 8,298,986 | 70,009,578 | 70,009,578 | 70,009,578 | - | - |
| Other Financial Assets | 30,272 | - | - | 30,272 | 30,272 | - | - | - |
| | 1,327,285 | 61,710,591 | 8,298,986 | 71,336,863 | 71,336,863 | 70,009,578 | - | - |
| Financial Liabilities | | | | | | | | |
| Borrowings | 4,423,978 | - | - | 4,423,978 | 4,423,978 | - | - | - |
| | 4,423,978 | - | - | 4,423,978 | 4,423,978 | - | - | - |

The following table presents the carrying value and fair value of each category of financial assets and liabilities as at April 1, 2018:

(Amount in Rs.)

| Particulars | Ammortised cost | Fair value through P& L | Fair value through OCI | Total carrying value | Total Fair value | Fair value | | |
|------------------------------|-------------------|-------------------------|------------------------|----------------------|-------------------|-------------------|----------|----------|
| | | | | | | Level 1 | Level 2 | Level 3 |
| Financial Assets | | | | | | | | |
| Cash and cash equivalents | 12,819,647 | - | - | 12,819,647 | 12,819,647 | - | - | - |
| Investments | - | 50,740,813 | 7,008,008 | 57,748,821 | 57,748,821 | 57,748,821 | - | - |
| Other Financial Assets | 110,448 | - | - | 110,448 | 110,448 | - | - | - |
| | 12,930,095 | 50,740,813 | 7,008,008 | 70,678,916 | 70,678,916 | 57,748,821 | - | - |
| Financial Liabilities | | | | | | | | |
| Borrowings | 3,967,693 | - | - | 3,967,693 | 7,935,386 | - | - | - |
| | 3,967,693 | - | - | 3,967,693 | 7,935,386 | - | - | - |

Note: 34 Standards issued but not yet effective

There are neither new standards nor amendments to existing standards which are effective for the annual period beginning from 01 April 2020.

Note: 35 Lease:

Expenses recognised in the statement of profit & loss in respect of short term lease for ` 67,962/- (PY ` 60,000/-)

Note: 36 The 'severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2)', generally known as COVID-19, which was declared as a global pandemic by World Health Organisation on 11 March 2020, continues to spread across globe and in India. Globally countries and businesses are under lockdown. On 24 March 2020, the Government of India announced a 21 days lockdown initially, which was extended by 19 days across the country to contain the spread of the virus. Considering the severe health hazard associated with COVID-19 pandemic, certain parts of the country have further extended the lockdown. There is high level of uncertainty about the duration of the lockdown and the time required to return to normalcy. The extent to which COVID-19 pandemic will impact the Company's provision on assets is dependent on the future developments which are highly uncertain. The impact of the global health pandemic may be different from that estimated at the date of approval of these standalone financial results and the Company will continue to closely monitor any material changes to future economic conditions.

Note: 37 The Previous year figures have been regrouped/reclassified, wherever necessary to confirm to the Current Year's presentation.

As per our report of even date attached

For **RAJESH SURESH JAIN & ASSOCIATES**
Chartered Accountants
FRN: 017163N

For and on behalf of the Board of Directors of

(**RAJESH JAIN**)
PARTNER
Membership No. : 098229

Place: New Delhi
Date : 30/05/2020

PAWAN KUMAR AGGARWAL **KULDIP SHARMA**
DIRECTOR DIRECTOR
DIN:00079230 DIN: 06746475

CHITRADITI BARUAH **HARSHIKA AGRAWAL**
CFO COMPANY SECRETARY

MARYADA COMMERCIAL ENTERPRISES AND INVESTMENT COMPANY LIMITED
CIN: L65993DL1982PLC013738
Regd. Off.: 106, (1ST FLOOR), MADHUBAN TOWER, A-1, V.S. BLOCK, SHAKARPUR
CROSSING, NEW DELHI – 110092

NOTICE TO THE 38TH ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting of the Members of the Company will be held on **Monday, 28th September, 2020** at 04:30 P.M through Video Conferencing / Other Audio Visual Means (VC / OAVM) to transact the following business:

Ordinary Business

Item no. 1: Adoption of Financial Statements

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2020, including the audited balance sheet as at 31st March 2020 and Statement of Profit and Loss Account for the year ended on that date together with the Reports of the Auditors and Directors' thereon.

Special business

Item no. 2: Appointment of Mr. Sati Nath Das as Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force), Mr. Sati Nath Das (DIN: 03114586), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective from 30th July, 2020 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Sati Nath Das (DIN: 03114586), as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years with effect from 30-07-2020, and the term shall not be subject to retirement by rotation;

RESOLVED FURTHER THAT Mr. Kuldeep Sharma and Mrs. Ritu Sobti, Directors of the Company be and are hereby severally authorized, empowered, instructed and directed to digitally sign all the necessary forms and documents to be filed with the office of the Registrar of Companies and also to do all such other acts, things, deeds, matters as may be required or necessary for the purpose of giving effect to above resolution.

**For and on Behalf of the Board
For Maryada Commercial Enterprises
and Investment Company Limited**

Date: 31st August, 2020

Place: New Delhi

**Sd/-
Kuldeep Sharma
Director
DIN: 06746475**

NOTES:

- a. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 05, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

- b. At 35th AGM, M/s Rajesh Suresh Jain & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company for a term of 5 years until the conclusion of 40th AGM of the Company.

The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013, is not required, in terms of Notification No. S.O. 188 (E) dated May 07, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of the AGM Notice.

- c. Since this AGM is being held pursuant to the Circular issued by Ministry of Corporate Affairs having circular no. 20/2020 dated May 05, 2020 read along with MCA circular dated April 08, 2020, and April 13, 2020 and SEBI circular dated May 12, 2020 this AGM is being held through VC / OAVM, where physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

- d. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.

- e. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s. Skyline Financial Services Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

- f. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

- g. Book Closure: The Register of Members and Share Transfer Books of the Company will remain Close from Tuesday, 22nd of September, 2020 to Monday, 28th of September, 2020 for the purpose of the Annual General Meeting.

- h. All the documents, transfers, dematerialization requests and other communications in relation thereto should be addressed direct to the Company's Registrar and Transfer Agent, M/s. Skyline Financial Services Private Limited at D-153A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi - 110 020.

- i. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.maryadainvestment.in, websites of the Stock Exchanges i.e. Metropolitan Stock Exchange of India Limited at www.msei.in, and on the website of CDSL www.evotingindia.com.

- j. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar and Transfer Agents.

- k. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses specified under Item No. 2 is annexed hereto.

- l. All documents referred to in the Notice and accompanying Explanatory Statement, as well as the Annual Report, are open for inspection at the Registered Office of the Company on all working days during normal business hours up to the date of the Meeting.
- m. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- n. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication(s) including Annual Report, Notices and Circulars etc. from the Company electronically. Members holding shares in physical form are requested to notify any change of address, bank mandates, if any, to the Registrar and Transfer Agent M/s. SKYLINE FINANCIAL SERVICES PVT LTD., D-153/A, 1st floor, Phase I, Okhla Industrial Area, New Delhi, Delhi 110020, Ph:- 011 26812683, E-mail:- admin@skylinerta.com , website: www.skylinerta.com and / or the Company Secretary or to their respective depository participants if the shares are held in electronic form.
- o. Members are entitled to nominate a person to whom his/her shares in the Company shall vest in the event of his/her demise, by filling up Form No. SH-13. The members are requested to avail of this facility. The duly filled in and signed Nomination Form No. SH-13 should be sent to the Registrar and Transfer Agents, M/s. Skyline Financial Services Private Limited at the address mentioned in point No. (n).
- p. The Securities and Exchange Board of India vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and BSE Circular Ref. No. LIST/COMP/15/2018-19 dated July 05, 2018 and NSE Circular Ref. No. NSE/CML/2018/26 dated July 09, 2018, as modified by the Securities and Exchange Board of India vide its Circular No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandated that transfer of securities with effect from April 01, 2019 would be in dematerialized form only. Members holding shares in physical form are requested to take necessary steps with their respective Depository Participants to dematerialize their physical shares.
- q. Members desiring any information on the accounts at the AGM are requested to write to the Company at least 7 days in advance, so as to enable the Company to keep the information ready.
- r. The recorded transcript of the forthcoming AGM on September 28, 2020, shall also be made available on the website of the Company in the investor relation section, as soon as possible after the meeting is over.
- s. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- t. **Process and manner for Members opting for e-voting are as under:**
 - a. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
 - b. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
 - c. The remote e-voting period commences on Friday, 25th September, 2020 (9:00 a.m. IST) and ends on Sunday, 27th September, 2020 (5:00 p.m. IST). Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. Monday, 21st September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall

be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

- d. The Board of Directors has appointed Ravi Shankar & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- e. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- f. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at www.evotingindia.com . However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

g. **The process and manner for remote e-voting are as under:**

- i. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Click on Shareholders Tab.
- iv. Now Enter your User ID
 - o For CDSL: 16 digits beneficiary ID
 - o For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - o Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to "www.evotingindia.com" and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user then, follow the steps given below:

| For Shareholders holding shares in Demat Form and Physical Form | |
|-----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN | Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) |

| | |
|--------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for **MARYADA COMMERCIAL ENTERPRISES AND INVESTMENT COMPANY LIMITED**.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the previous password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- xix. Note for Non-individual Shareholders & Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "**Corporates**" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ravi123.deo@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- xx. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- xxi. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
- u. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**
1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholder's/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 2. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
 3. The M/s MAS Services Limited having its office at T-34, 2nd Floor, Okhla Industrial Area, Phase - II New Delhi - 110020 will be providing VC/OAVM Services.
 4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Other Instructions:
 - The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
 - The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.maryadainvestment.in and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously forward the results to Metropolitan Stock Exchange of India Limited where the shares of the Company are listed.

**For and on Behalf of the Board
For Maryada Commercial Enterprises
and Investment Company Limited**

Date: 31st August, 2020

Place: New Delhi

**Sd/-
Kuldip Sharma
Director
DIN: 06746475**

Explanatory statement pursuant to section 102 of the Companies Act, 2013 annexed to the notice

Item no 2

Mr. Sati Nath Das (DIN: 03114586) were appointed as Additional (Independent) Directors of the Company w.e.f. 30/07/2020. In terms of Section 161 of the Companies Act 2013, he holds office up to the date of this AGM but are eligible for the appointment as Director. He has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

It is proposed to appoint Mr. Sati Nath Das (DIN: 03114586) as independent director under section 149 of the Act and Regulation 25 of the Listing Regulations to hold office for 5 (Five) consecutive years for a term up to the conclusion of 43th Annual General Meeting of the company in the calendar year 2025.

The company has also received declaration from Mr. Sati Nath Das that they meet with the criteria of independence as prescribed under sub section (6) of section 149 of the Companies Act.

In the opinion of the Board, Mr. Sati Nath Das fulfil the conditions for appointment as independent directors as specified in the Act and the Listing Regulations.

Brief resume of Mr. Sati Nath Das, nature of their expertise in specific functional areas and names of Companies in which they hold directorships and memberships / chairmanships of Board committees, shareholding as stipulated in annexed herewith.

None of the directors or Key managerial personnel or their relative is deemed to be concerned or interested in the resolution except Mr. Sati Nath Das themselves in their respective resolution.

**For and on Behalf of the Board
or Maryada Commercial Enterprises
and Investment Company Limited**

Date: 31st August, 2020

Place: New Delhi

**Sd/-
Kuldip Sharma
Director
DIN: 06746475**

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI), INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE RE- APPOINTED/ APPOINTED UNDER ITEM NO.02 IS FURNISHED AS BELOW:

ITEM NO. 02:

| | |
|------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|
| Name of Director | Mr. Sati Nath Das |
| Date of Birth | 09.10.1965 |
| Date of First Appointment | 30.07.2020 |
| No. of Equity Shares held (face value of ₹ 2 each) | NIL |
| Nature of Expertise | He is expert in handling the accounts and Finance in the Company. |
| Relationship with other Director(s) | None |
| Name of Listed Companies in which he holds Directorship | Maryada Commercial Enterprises and Investment Company Limited (w.e.f. 30.07.2020) |
| Name of Committees of Listed Companies in which he is Chairman/Member | Not Applicable |
| Number of Meetings of the Board attended during the FY 2019-20 | Not Applicable |

REMINDER

Dear Shareholders,

Unit: Maryada Commercial Enterprises and Investment Company Limited

Sub :- 1. Request for submission of your Copy of PAN Card, Bank details & Email ID
2. Dematerialization of EquityShares

Dear Shareholder(s),

Pursuant to Circular No.: SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, issued by the Securities Exchange Board of India ("SEBI"), the Company is required to obtain the copy of PAN Card and Bank details from all the shareholders holding shares in physical form and BSE Circular No LIST/COMP/15/2018-19 dated 5th July, 2018 for dematerialization of shares held in physical form.

Accordingly, you are requested to kindly submit the following documents for updation in our records:

- (i) Enclosed format duly filled in and signed by the shareholders;
- (ii) Self-attested copy of your PAN Card (all the Shareholders in case of joint holding) and;
- (iii) Original cancelled cheque leaf with your name printed on it or a copy of Bank Passbook/Statement bearing your name, duly attested by the Bank.

Further, to support "Green Initiative", you are requested to provide your E-mail ID for service of documents through electronic mode. Please ignore, if the E-mail has already been updated.

Further, SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08th June, 2018 has come out with SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 ("The New Regulations") to further amend the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The New Regulations shall come into force on the 180th day from the date of its publication in the official gazette i.e. 08th June, 2018 (Effective Date of implementation is December 5, 2018). The New Regulations have inter alia amended the Regulation 40 of SEBI (LODR) Regulations, 2015 and as per amended Regulation 40, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository except in the cases of transmission or transposition of securities. In view of above amended Regulation, you are requested to open a de-mat account with a Depository Participant (DP) and deposit your physical shares with such DP and get your shares de-materialized at the earliest to avoid any kind of inconvenience.

Kindly send the aforesaid details along with the enclosures to the Company's Registrar & Share Transfer Agent (RTA), SKYLINE FINANCIAL SERVICES PRIVATE LIMITED at D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi – 110 020. Ph. No.: 011-40450193-97, 011-26812682-83.

Thanking you,

**For and on Behalf of the Board
For Maryada Commercial Enterprises
and Investment Company Limited**

Date: 31st August, 2020

Place: New Delhi

**Sd/-
Kuldip Sharma
Director
DIN: 06746475**

Date:

**To,
Skyline Financial Services Private Limited
D-153 A, 1st Floor,
Okhla Industrial Area, Phase-I,
New Delhi-110020**

Unit: Maryada Commercial Enterprises and Investment Company Limited

Dear Sir,

I/we hereby request you to update my/our below mentioned details in your records with respect to the shareholding in Maryada Commercial Enterprises and Investment Company Limited.

| | | | |
|----------------------------|--------------|---------------|--------------|
| Name of Shareholder(s) | | | |
| Folio No.(s) | | | |
| PAN | First Holder | Second Holder | Third Holder |
| | | | |
| Bank Name & Branch Address | | | |
| Bank A/c. No. | | | |
| IFSC Code | | | |
| MICR Code | | | |
| Email ID | | | |
| DP ID/Client ID | | | |

I/we hereby declare that the particulars given hereinabove are correct and complete.

Signature of Shareholder(s) - First Holder Second Holder Third Holder

**Encl.: 1. Self- attested copy of PAN card of all the Shareholders in case of joint holding.
2. Original cancelled cheque / Bank Passbook/Statement attested by the Bank.**

[illegible]